

**BERGEN COUNTY UTILITIES AUTHORITY  
MINUTES OF THE REGULAR MEETING  
DECEMBER 19, 2019**

**In the matter of the 489<sup>TH</sup> Regular Meeting of  
The Bergen County Utilities Authority**

1. The **proof of meeting notice** calling the December 19, 2019, meeting was read into the record by Michael Henwood, Board Secretary.

2. Roll Call:

**COMMISSIONERS PRESENT:**

Ronald Phillips, Chairman  
Louis DeLisio, Vice Chairman  
Bruce Bonaventuro, Commissioner (Telephonically)  
Peter C. Massa, Jr. Commissioner  
Diane T. Testa, Commissioner  
Jon Warms, Commissioner

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

3. Motion that the Minutes covering the November 25, 2019 Work Session be approved was moved by Commissioner DeLisio and Seconded by Commissioner Warms and was carried. Commissioner Massa abstained.

4. Chairman Phillips opened the meeting to the public and asked if anyone present wished to be heard.

5. FINANCE AND LEGAL COMMITTEE:

Resolution 19-1-058 - Approve bills and the claims supported by vouchers totaling \$5,300,381.67 for the month of December and authorize the Acting Treasurer to issue the necessary checks therefor, and to charge the accounts indicated, all as more fully set forth on the Acting Treasurer's check list. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-059 - Designation of the "Official" newspapers for 2020. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-060 - Approve five-cent (\$0.05) charge to cover expenses for Notices of Meeting Schedule. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-061 - Approve Final Adoption of the 2020 Solid Waste Management Budget. Motion to adopt the resolution was made by Commissioner DeLisio and

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

Resolution 19-1-062 - Approve Final Adoption of the 2020 Water Pollution Control Budget. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-063 - Authorize Authority to pursue and engage in good faith negotiations with parcel owner for the acquisition, or in the alternative condemnation, of easement or other similar interests in properties necessary for the undertaking and completion of the Edgewater Water Pollution Control Facility Project. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-064 - 2019 Subordinated Supplemental Bond Resolution authorizing the issuance of not to exceed \$8,500,000 Subordinated Bonds, and any notes issued in anticipation thereof, of the Bergen County Utilities Authority through the New Jersey Infrastructure Bank and determining various other matters in connection therewith. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-065 - Supplemental Resolution Authorizing the issuance of not to exceed \$8,500,000 Project Notes of the Bergen County Utilities Authority, determining the form and other details of such notes, providing for the issuance and sale of such notes to the New Jersey Infrastructure Bank, and authorizing the execution and delivery of such notes in favor of the New Jersey Infrastructure Bank. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-066 - 2019 Subordinated Supplemental Bond Resolution authorizing the issuance of not to exceed \$19,500,000 Subordinated Bonds, and any notes issued in anticipation thereof, of the Bergen County Utilities Authority through the new jersey infrastructure bank and determining various other matters in connection therewith. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-067 - Supplemental Resolution authorizing the issuance of not to exceed \$19,500,000 Project Notes of the Bergen County Utilities Authority, determining the form and other details of such notes, providing for the issuance and sale of such notes to the New Jersey Infrastructure Bank, and authorizing the execution and delivery of such notes in favor of the New Jersey Infrastructure Bank. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-1-068 - Authorize agreement with the developer of The Fairways at Edgewood to defer payment of the sewer connection fee and accept performance security. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

6. CONSTRUCTION & ENGINEERING COMMITTEE:

Resolution 19-2-094 – Authorize Amendment of Professional Services Contract – Edgewater Force Main Project – Neglia Engineering Associates. Motion to adopt the resolution was made by Commissioner Bonaventuro and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-2-095 - Authorize Professional Services Contract – Edgewater Force Main Project – Neglia Engineering Associates. Motion to adopt the resolution was made by Commissioner Bonaventuro and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-2-096 - Authorize Professional Services Contract – Edgewater Force Main Project – Alaimo Group. Motion to adopt the resolution was made by Commissioner Bonaventuro and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-2-097 - Rescind Resolution 18-2-042 adopted June 28, 2018 and the contract awarded by Resolution 18-2-042. Motion to adopt the resolution was made by Commissioner Bonaventuro and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 19-2-098 - Authorize purchase and repair of Pumps and Motors from Precision Electric Motor Works, Inc. under North Jersey Wastewater Cooperative Pricing System Contract No. B200-11. Motion to adopt the resolution was made by Commissioner Bonaventuro and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

7. PERSONNEL & ADMINISTRATIVE COMMITTEE:

Resolution 19-3-015 – Authorize Non-Bargaining Unit Salary Adjustment for 2020. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Warms. A roll call was taken and the resolution was adopted as reflected in these minutes.

8. STRATEGIC PLANNING COMMITTEE:

Resolution 19-6-009 – Authorize Application and Agreement with New Jersey Department of Environmental Protection for Recycling Enhancement Act Tax Fund to fund the Authority's solid waste programs. Motion to adopt the resolution was made by

BERGEN COUNTY UTILITIES AUTHORITY  
 Minutes of the Regular Meeting  
 December 19, 2019

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

Resolution 19-6-010 – Authorize Shared Services Agreement with County of Bergen. Motion to adopt the resolution was made by Commissioner Warms and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

9. Chairman Phillips announced a short recess to allow time for the Board Secretary to prepare minutes of this Regular Meeting.
10. Chairman Phillips announced the Regular Meeting would reconvene.
11. The Board Secretary then distributed proposed minutes of the December 19, 2019 Regular Meeting for review by the Commissioners.
12. Motion to approve the Minutes of the Regular Meeting December 19, 2019 as distributed by the 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 December 19, 2019 was made by Commissioner DeLisio and Seconded by Commissioner Massa and was unanimously carried: Commissioner Bonaventuro abstained.
13. Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Resolution #	19-1-058	19-1-059	19-1-060	19-1-061	19-1-062	19-1-063	19-1-064	19-1-065
Chairman Phillips	Y	Y	Y	Y	Y	Y	Y	Y
V. Chair. DeLisio	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	-	-	-	-	-	-	-	-
Comm. Bonaventuro	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Gumble	-	-	-	-	-	-	-	-
Comm. Kelley	-	-	-	-	-	-	-	-
Comm. Massa, Jr.	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Testa	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Warms	Y	Y	Y	Y	Y	Y	Y	Y

Resolution #	19-1-066	19-1-067	19-1-068	19-2-094	19-2-095	19-2-096	19-2-097	19-7-098
Chairman Phillips	Y	Y	Y	Y	Y	Y	Y	Y
V. Chair. DeLisio	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	-	-	-	-	-	-	-	-
Comm. Bonaventuro	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Gumble	-	-	-	-	-	-	-	-
Comm. Kelley	-	-	-	-	-	-	-	-
Comm. Massa, Jr.	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Testa	Y	Y	Y	Y	Y	Y	Y	Y
Comm. Warms	Y	Y	Y	Y	Y	Y	Y	Y

BERGEN COUNTY UTILITIES AUTHORITY  
Minutes of the Regular Meeting  
December 19, 2019

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<b>Resolution #</b>	<b>19-3-015</b>	<b>19-6-009</b>	<b>19-6-010</b>
Chairman Phillips	Y	Y	Y
V. Chair. DeLisio	Y	Y	Y
Comm. Bentz	-	-	-
Comm. Bonaventuro	Y	Y	Y
Comm. Gumble	-	-	-
Comm. Kelley	-	-	-
Comm. Massa, Jr.	Y	Y	Y
Comm. Testa	Y	Y	Y
Comm. Warms	Y	Y	Y

Y = Yes R = Recuse A = Abstain N = No - = Absent
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Respectfully submitted,



Michael Henwood  
Board Secretary

Date: December 19, 2019

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the New Jersey Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.) requires that public bodies, such as the Authority, designate two newspapers as being the official newspapers of the Authority, which newspapers have the greatest likelihood of informing the public within the Authority's jurisdiction of its meetings, for the purpose of receiving adequate notice as defined and prescribed by N.J.S.A. 10:4-8(d); and

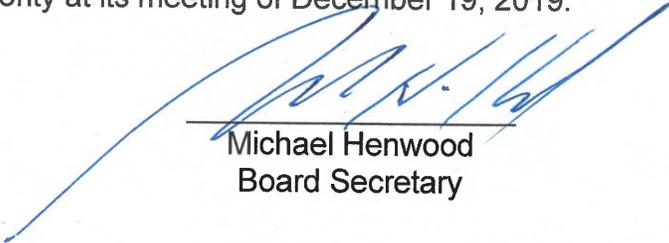
**WHEREAS**, The Record and The North Jersey Herald News constitute qualified newspapers to serve as legal or "Official" newspapers within the meaning of N.J.S.A. 35:1-2; and

**NOW THEREFORE BE IT RESOLVED** by the Commissioners of The Bergen County Utilities Authority that The Record and The North Jersey Herald News be and are hereby designated by the Authority as authorized to receive notices required by N.J.S.A. 10:4-8(d);

**BE IT FURTHER RESOLVED** by the Commissioners of The Bergen County Utilities Authority that, effective for the year commencing January 1, 2020 The Record and The North Jersey Herald News shall be and are hereby designated as the Authority's official newspapers; and

**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 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 December 19, 2019.



\_\_\_\_\_  
Michael Henwood  
Board Secretary

**Dated: December 19, 2019**

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq., the ("Act")) became law on January 19, 1976; and

**WHEREAS**, N.J.S.A. 10:4-19 provides that any person may request that The Bergen County Utilities Authority mail copies of any regular meeting schedule revision and any advance written notice of any regular, special or rescheduled meeting or provide advance written notice, pursuant to Section 3(d) of the Act; and

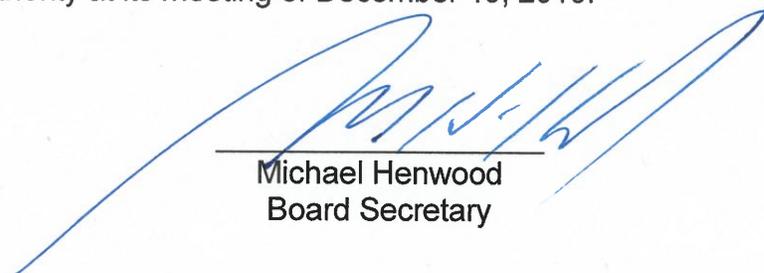
**WHEREAS**, the Act allows The Bergen County Utilities Authority to require prepayment by such person of a reasonable sum to cover the costs of providing such notice; and

**WHEREAS**, the Act further provides that the resolution establishing the charge to cover the costs of reproduction and mailing the notices sought by the news media may be mailed to the news media free of charge;

**NOW, THEREFORE, BE IT RESOLVED** that, for one year commencing January 1, 2020, The Bergen County Utilities Authority hereby establishes that to all other persons other than The Record and The North Jersey Herald and News, the reasonable charge for notices requested pursuant to N.J.S.A. 10:4-19 shall be five cents (\$.05) per notice to cover the costs of reproduction and mailing; and

**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 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 December 19, 2019.



\_\_\_\_\_  
Michael Henwood  
Board Secretary

**Dated: December 19, 2019**

**2020 ADOPTED BUDGET RESOLUTION  
BERGEN COUNTY UTILITIES AUTHORITY  
SOLID WASTE MANAGEMENT**

**FISCAL YEAR: FROM: January 1, 2020 TO: December 31, 2020**

**WHEREAS**, the Solid Waste Division Annual Budget and Capital Budget/Program for the Bergen County Utilities Authority (the "Authority") for the fiscal year beginning January 1, 2020 and ending December 31, 2020 has been presented for adoption before the governing body of the Authority at its open public meeting of December 19, 2019; and

**WHEREAS**, the Solid Waste Division Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

**WHEREAS**, the Solid Waste Division Annual Budget as presented for adoption reflects Total Revenues of \$8,598,597 Total Appropriations, including any Accumulated Deficit, if any, of \$9,252,734 and Total Unrestricted Net Position utilized of \$654,137; and

**WHEREAS**, the Capital Budget as presented for adoption reflects Total Capital Appropriations of \$0 and Total Unrestricted Net Position planned to be utilized of \$0.

**NOW, THEREFORE BE IT RESOLVED**, by the Board of Commissioners of the Bergen County Utilities Authority, as the governing body thereof, at an open public meeting held on December 19, 2019 that the Solid Waste Division Annual Budget and Capital Budget/Program of the Bergen County Utilities Authority for the fiscal year beginning January 1, 2020 and ending December 31, 2020 shall be and is hereby adopted and shall constitute appropriations for the purposes stated; and

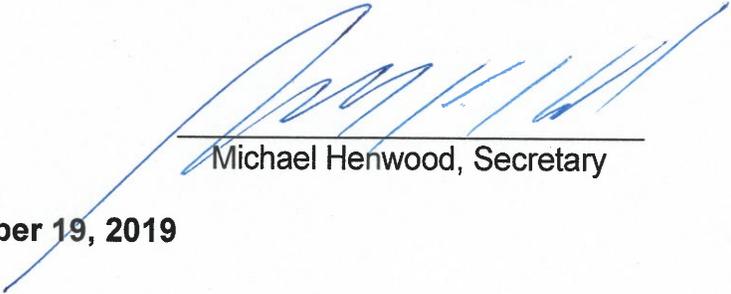
**BE IT FURTHER RESOLVED**, that the Solid Waste Division Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

**BE IT FURTHER RESOLVED**, that a copy of this Resolution shall be placed on file and made available for public inspection in the office of the Executive Director; and

**BE IT FURTHER RESOLVED**, that 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).

19-1-061

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of December 19, 2019.



Michael Henwood, Secretary

Dated: December 19, 2019

Governing Body  
Member:

Recorded Vote:

COMMISSIONERS	AYE	NO	ABSTAIN	NOT PRESENT
Ronald Phillips, Chairman	X			
Louis DeLisio, Vice Chairman	X			
Catherine T. Bentz				X
Bruce Bonaventuro	X			
Daniel Gumble				X
Thomas S. Kelley				X
Peter C. Massa, Jr.	X			
Diane T. Testa	X			
Jon Warms	X			

**2020 ADOPTED BUDGET RESOLUTION  
BERGEN COUNTY UTILITIES AUTHORITY  
WATER POLLUTION CONTROL**

**FISCAL YEAR: FROM: January 1, 2020 TO: December 31, 2020**

**WHEREAS**, the Water Pollution Control System Annual Budget and Capital Budget/Program for the Bergen County Utilities Authority (the "Authority") for the fiscal year beginning January 1, 2020 and ending December 31, 2020 has been presented for adoption before the governing body of the Authority at its open public meeting of December 19, 2019; and

**WHEREAS**, the Water Pollution Control System Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

**WHEREAS**, the Water Pollution Control System Annual Budget as presented for adoption reflects Total Revenues of \$76,997,016, Total Appropriations, including any Accumulated Deficit, if any, of \$77,997,016 and Total Unrestricted Net Position utilized of \$1,000,000; and

**WHEREAS**, the Capital Budget as presented for adoption reflects Total Capital Appropriations of \$88,767,993 and Total Unrestricted Net Position planned to be utilized of \$-0-; and

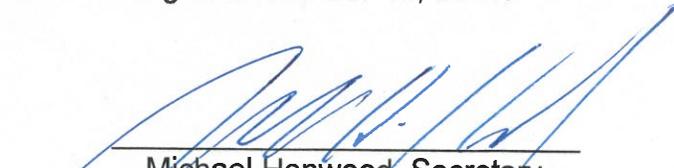
**NOW, THEREFORE BE IT RESOLVED**, by the Board of Commissioners of the Bergen County Utilities Authority, as the governing body thereof, at an open public meeting held on December 19, 2019, that the Water Pollution Control System Annual Budget and Capital Budget/Program of the Bergen County Utilities Authority for the fiscal year beginning January 1, 2020 and ending December 31, 2020 shall be and is hereby adopted and shall constitute appropriations for the purposes stated; and

**BE IT FURTHER RESOLVED**, that the Water Pollution Control System Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

**BE IT FURTHER RESOLVED**, that a copy of this Resolution shall be placed on file and made available for public inspection in the office of the Executive Director; and

**BE IT FURTHER RESOLVED**, that 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 December 19, 2019.



Michael Henwood, Secretary

Dated: December 19, 2019

Governing Body  
Member:

Recorded Vote:

COMMISSIONERS	AYE	NO	ABSTAIN	NOT PRESENT
Ronald Phillips, Chairman	X			
Louis DeLisio, Vice Chairman	X			
Catherine T. Bentz				X
Bruce Bonaventuro	X			
Daniel Gumble				X
Thomas S. Kelley				X
Peter C. Massa, Jr	X			
Diane T. Testa	X			
Jon Warmes	X			

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, in 1947, the Bergen County Utilities Authority (the "Authority"), known at that time as the Bergen County Sewerage Authority, was established by the Bergen County Board of Freeholders and chartered to clean-up polluted rivers and streams by replacing individual ineffective, costly, and outdated municipal wastewater treatment plants with a central, more modern, efficient, and effective treatment facility to be located in Little Ferry, New Jersey; and

**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 Authority plays an important role in providing these essential services 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**, in 2007, in accordance with its charter and in furtherance of providing these essential services, the Authority acquired from the Edgewater Municipal Utilities Authority (the "Edgewater MUA") the wastewater treatment facility known as the Edgewater Water Pollution Control Facility ("Edgewater WPCF") located at 520 River Road, Edgewater Borough, Bergen County, New Jersey and the Authority continues to own and operate the Edgewater WPCF; and

**WHEREAS**, the Edgewater MUA's New Jersey Pollutant Discharge Elimination System ("NJPDES") Surface Water Discharge Permit into the Hudson River required additional treatment for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the Edgewater MUA entered into a consent order with the New Jersey Department of Environmental Protection (the "NJDEP") which included a compliance plan to achieve the additional treatment required for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the compliance plan required the extension of the existing outfall sewer from the Edgewater WPCF at the bulkhead, and more than one thousand (1,000) feet into the Hudson River to provide an adequate dilution and mixing zone resulting in additional treatment; and

**WHEREAS**, after acquiring the Edgewater WPCF, the Authority assumed responsibility for the compliance plan, including the required extension of the existing outfall sewer; and

**WHEREAS**, in order to achieve compliance with the copper, ammonia-nitrogen and zinc effluent limitations, the Edgewater WPCF originally proposed to extend the outfall to provide sufficient mixing/dilution of the discharged wastewater but, due to unforeseen difficulties obtaining permits necessary to construct the extended outfall, specifically the denial by the Army Corps of Engineers of the request of the Authority for the issuance of a permit to extend the outfall further and deeper into the Hudson River, the Authority proposed an alternative to convert the Edgewater WPCF into a sewage pumping station, construct a sewage force main, and treat the wastewater at the Authority's Little Ferry Water Pollution Control Facility (the "Little Ferry WPCF"), which is another facility owned and operated by the Authority located at the Foot of Mehrhof Road, Borough of Little Ferry, Bergen County, New Jersey and the Authority would then close the Edgewater WPCF and direct all wastewater previously directed to the Edgewater WPCF to the Little Ferry WPCF for treatment (the "Edgewater WPCF Project"); and

**WHEREAS**, the NJDEP has notified the Authority that it is the position of the NJDEP that the Edgewater WPCF may be in violation of the New Jersey Water Pollution Control Act, N.J.S.A. 58:10A-1 et seq. (the "Act") and the regulations promulgated pursuant thereto, specifically N.J.A.C. 7:14A-1 et seq., if it not extend the outfall further and deeper into the Hudson River; and

**WHEREAS**, on March 3, 2015, a meeting was conducted with representatives of the Authority and the NJDEP to discuss the proposal for the elimination of the Edgewater WPCF consistent with the Edgewater WPCF Project; and

**WHEREAS**, as a result of the March 3, 2015 meeting and due to the Army Corps of Engineers denying the Authority a permit to extend the Edgewater WPCF outfall into the Hudson River, the NJDEP entered into an Administrative Consent Order (the "2015 ACO") with the Authority on May 29, 2015 in order to memorialize an engineering and construction schedule for the Edgewater WPCF Project and provide for interim enforcement effluent limitations for copper, ammonia-nitrogen and zinc; and

**WHEREAS**, upon completion of the Edgewater WPCF Project, the wastewater flows from the Edgewater WPCF will be treated in a more efficient, effective, and cost effective manner at the Authority's Little Ferry WPCF; and

**WHEREAS**, in order to advance the Edgewater WPCF Project, which includes the construction of a sanitary sewer force main extending from the Edgewater WPCF to the Little Ferry WPCF pursuant to and consistent with the terms of the 2015 ACO, the Authority is required to acquire title to, or an easement or other similar interests in, certain properties identified by the Authority's engineers together with access and construction easements/agreements; and

**WHEREAS**, the Authority is now required to authorize its professionals to commence that process by acquiring easement and/or license interest(s) in certain identified properties designated as Block 85.02, Lots 4 and 5.01 on the official tax map of the Borough of Edgewater (the "Property"), which process includes, if necessary, the Authority exercising its power to condemn real property pursuant to N.J.S.A. 40:14B-20; and

**WHEREAS**, the Authority's General Legal Counsel, on behalf of the Authority, must pursue and engage in good faith negotiations with the owner of the Property in order to acquire those identified interests in the Property which the Authority must obtain as part of the Edgewater WPCF Project; and

**WHEREAS**, the Authority has deemed that it is in its best interest and the interest of its ratepayers that the Authority authorize its General Legal Counsel to pursue and engage in good faith negotiations with the owner of the Property for the acquisition by the Authority of the needed interests in the Property, based upon the fair market value as set by the appraisal prepared Mc Nerney & Associates, Inc., the appraiser engaged by the Authority for this purpose, in order for the Authority to undertake and complete the Edgewater WPCF Project and, in the event the negotiations with the owner of the Property are unsuccessful, to initiate condemnation proceedings to establish those necessary property interests in the Property required by the Authority without further action by the Commissioners of the Authority.

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

1. Kaufman, Semeraro & Leibman, LLP, as General Legal Counsel to the Authority, shall be and is hereby authorized to pursue and engage in good faith negotiations with the owner of the Property for the acquisition of easement or other similar interests in the Property necessary for the undertaking and completion of the Edgewater WPCF Project as such interests have been determined and identified by the Authority's engineers.

2. In the event the owner of the Property does not accept the offer presented, and the easement or other similar property interests required to be obtained by the Authority in the Property cannot otherwise be acquired thorough negotiations authorized by this Resolution, then the Authority shall and does hereby authorize Kaufman, Semeraro & Leibman, LLP to initiate procedures to condemn the easement(s) or other similar property interest(s) in the Property for the benefit of the Authority, which procedures shall include but not be limited to the filing of a complaint in condemnation with the Superior Court of New Jersey and the filing of a Notice of Taking, based upon the written appraisal provided by Mc Nerney & Associates, Inc. setting forth the fair market values of the interests to be acquired by the Authority in the Property, without further action or authorization by the Board of Commissioners.

**19-1-063**

3. A copy of this Resolution shall be placed on file and made available for public inspection in the Office of the Executive Director.

4. A notice of the adoption of this Resolution shall be published in the form prescribed by law.

5. 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 December 19, 2019.



\_\_\_\_\_  
Michael Henwood  
Secretary

**Dated: December 19, 2019**

19-1-064

**2019 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION  
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$8,500,000  
SUBORDINATED BONDS, AND ANY NOTES ISSUED IN  
ANTICIPATION THEREOF, OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THROUGH THE NEW JERSEY INFRASTRUCTURE  
BANK AND DETERMINING VARIOUS OTHER MATTERS IN  
CONNECTION THEREWITH.**

**Adopted: December 19, 2019**

19-1-064

**2019 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$8,500,000 SUBORDINATED BONDS, AND ANY NOTES ISSUED IN ANTICIPATION THEREOF, OF THE BERGEN COUNTY UTILITIES AUTHORITY THROUGH THE NEW JERSEY INFRASTRUCTURE BANK AND DETERMINING VARIOUS OTHER MATTERS IN CONNECTION THEREWITH.**

**WHEREAS**, on June 24, 2004, The Bergen County Utilities Authority (the "Authority"), a public body corporate and politic of the State of New Jersey organized pursuant to the sewerage authorities law (N.J.S.A. 40:14A-1 *et seq.*) (the "Act"), adopted a resolution entitled, "Resolution Authorizing the Issuance of Subordinated Bonds of The Bergen County Utilities Authority" as amended and supplemented (the "General Bond Resolution"), providing for the issuance of subordinated bonds of the Authority and authorizing the issuance of "Additional Bonds," as such term is therein defined, for the purpose of, among others, raising funds to pay the cost of acquisition or construction of any Authority Facilities (as defined in the General Bond Resolution); and

**WHEREAS**, in accordance with the provisions of Sections 314 and 315 of the General Bond Resolution, the Authority wishes to authorize a series of Additional Bonds of the Authority, and any notes issued in anticipation thereof, each designated "Subordinated Revenue Bonds, Series 2019 of The Bergen County Utilities Authority" (hereinafter referred to as the "FST Subordinated Revenue Bonds") in the principal amount of not to exceed \$8,500,000 to provide for (i) the Costs associated with the work as listed on Exhibit A attached hereto, (2) the payment of the costs associated with the issuance of the FST Subordinated Revenue Bonds pursuant to this 2019 Subordinated Supplemental Bond Resolution (as defined herein) and (3) the funding of capitalized interest, if any (collectively, the "FST Project"); and

**WHEREAS**, on July 25, 2019 the Authority adopted a subordinated supplemental bond resolution entitled "2019 Subordinated Supplemental Bond Resolution Authorizing The Issuance Of Not To Exceed \$3,750,000 Subordinated Bonds, And Any Notes Issued In Anticipation Thereof, Of The Bergen County Utilities Authority Through The New Jersey Infrastructure Bank And Determining Various Other Matters In Connection Therewith" (the "July FST Resolution") to finance the FST Project, however subsequent revisions to the scope and type of work to be performed have increased the projected cost of the FST Project beyond the estimated \$3,750,000 amount; and

**WHEREAS**, the Authority will hereby rescind the July FST resolution in its entirety and finance the FST Project to this subordinated supplemental bond resolution in an amount not to exceed \$8,500,000; and

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**WHEREAS**, the Authority wishes to provide terms and conditions with respect to such FST Subordinated Revenue Bonds in addition to those which have been previously established under and pursuant to the General Bond Resolution and delegate the sale of such FST Subordinated Revenue Bonds to the Executive Director of the Authority;

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**NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BERGEN COUNTY UTILITIES AUTHORITY AS FOLLOWS:**

**ARTICLE I**

**DEFINITIONS AND INTERPRETATIONS**

**Section 101. Short Title.** This 2019 Subordinated Supplemental Bond Resolution may hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2019 Subordinated Supplemental Bond Resolution.”

**Section 102. Terms Defined in Resolution.** Whenever used or referred to in this 2019 Subordinated Supplemental Bond Resolution all words and terms which are defined in Section 102 of the resolution of the Authority adopted June 24, 2004 entitled, “Resolution Authorizing the Issuance of Subordinated Bonds of The Bergen County Utilities Authority”, as amended and supplemented, shall have the same meanings given to such words and terms, as determined in Section 101 thereof, except to the extent words and terms are defined or shall otherwise be established in Section 103 hereof.

**Section 103. Definitions.** As used or referred to in this 2019 Subordinated Supplemental Bond Resolution, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number are the respective Articles and Sections hereof so numbered.

“2019 Subordinated Supplemental Bond Resolution” means this subordinated supplemental bond resolution of the Authority adopted on December 19, 2019.

"Escrow Agreement" means that certain escrow agreement to be entered into by and between the Authority, the Trust, the State and the escrow agent named in such agreement (the "Escrow Agent"), as trustee for the holders of the FST Subordinated Revenue Bonds issued pursuant to the Financing Program.

“Escrow Trustee” shall have the meaning assigned to such term in the Officers Certificate referenced herein.

"Financing Documents" means the Trust Loan Agreement, the Fund Loan Agreement and the Escrow Agreement, as defined herein.

"Financing Program" means the New Jersey Environmental Infrastructure Bank Financing Program which is expected to permanently fund the FST Project.

"FST Project" is deemed to be an Additional Project as referenced in Section 314(a)(1) of the General Bond Resolution, the Costs of which are a permitted financing (notwithstanding the use of the term “Costs of Construction” which is an undefined term in the General Bond Resolution) as referenced in such Section 314(a)(1), and which means (i) the improvements

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listed on Exhibit A attached hereto, (2) the Costs associated with the issuance of the FST Subordinated Revenue Bonds, and (3) the funding of capitalized interest, if necessary.

"FST Subordinated Revenue Bonds" means the Authority's subordinated bonds, and any notes issued in anticipation thereof, issued in a principal amount not to exceed \$8,500,000 pursuant to this 2019 Subordinated Supplemental Bond Resolution.

"Fund Loan Agreement" means that certain loan agreement to be entered into by and between the Authority and the State, pursuant to the Financing Program.

"Herein," "hereunder," "hereby," "hereto," and "hereof" and any similar terms refer to this 2019 Subordinated Supplemental Bond Resolution; the term "heretofore" means before the adoption of this 2019 Subordinated Supplemental Bond Resolution; and the term "hereafter" means after the adoption of this 2019 Subordinated Supplemental Bond Resolution.

"Paying Agent" shall mean such financial institution, appointed by the Authority pursuant to an Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents.

"Registrar" shall mean such financial institution, appointed by the Authority pursuant to an Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents;

"State" means the State of New Jersey, and when used in reference to the Financing Program, the State, acting by and through the New Jersey Department of Environmental Protection.

"Trust" means the New Jersey Environmental Infrastructure Bank.

"Trust Loan Agreement" means that certain loan agreement to be entered into by and between the Authority and the Trust, pursuant to the Financing Program.

"Trustee" shall mean such financial institution, appointed by the Authority by the Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents.

Words importing persons include firms, associations and corporations; and

Words importing the singular number include the plural number and vice versa.

**Section 104. Incorporation of Resolution.** This 2019 Subordinated Supplemental Bond Resolution supplements and amends the General Bond Resolution. The General Bond Resolution is incorporated herein by reference thereto.

**Section 105. Severability of Invalid Provisions.** If any one or more of the covenants or agreements provided in this 2019 Subordinated Supplemental Bond Resolution, on the part of the Authority, the Trust, the State, the Escrow Agent or the Trustee, to be performed should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed

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separable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this 2019 Subordinated Supplemental Bond Resolution or of any FST Subordinated Revenue Bond.

## ARTICLE II

### Determinations By and Obligations of the Authority

**Section 201. Authority for 2019 Subordinated Supplemental Bond Resolution.**

This 2019 Subordinated Supplemental Bond Resolution is adopted pursuant to the Act and the General Bond Resolution and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2019 Subordinated Supplemental Bond Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the General Bond Resolution to further secure the payment of the principal or redemption price of and interest on the FST Subordinated Revenue Bonds.

**Section 202. FST Subordinated Revenue Bonds to Constitute Additional Bonds.**

The FST Subordinated Revenue Bonds shall constitute Additional Bonds as such term is defined in the General Bond Resolution and shall be issued pursuant to and in accordance with the General Bond Resolution and shall not be issued until the conditions of the Trust have been satisfied.

**Section 203. Resolution to Constitute Contract.** In consideration of the purchase and acceptance of the FST Subordinated Revenue Bonds by those who shall hold the same from time to time, the provisions of the General Bond Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee and the holders from time to time of the FST Subordinated Revenue Bonds; the pledge made in the General Bond Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the FST Subordinated Revenue Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to the General Bond Resolution.

**Section 204. Estimated Cost of FST Project.** The Authority hereby determines that the aggregate estimated Cost of the FST Project shall not exceed \$8,500,000 inclusive of any original issue discount and capitalized interest and excluding any accrued interest on the FST Subordinated Revenue Bonds.

ARTICLE III

**Authorization, Purpose, Execution  
and Issuance of FST Subordinated Revenue Bonds**

**Section 301. Authorization and Purpose of the FST Subordinated Revenue Bonds.**

The FST Subordinated Revenue Bonds of the Authority in the principal amount of not to exceed \$8,500,000 are hereby authorized to be issued pursuant to Sections 314 and 315 of the General Bond Resolution, such Bonds to be entitled "Subordinated Revenue Bonds, Series 2019 of The Bergen County Utilities Authority" or such other title as the Authority may designate. The FST Subordinated Revenue Bonds are authorized and will be issued to provide funds for the Cost of the FST Project.

**Section 302. Description of the FST Subordinated Revenue Bonds; Delegation of Sale of the FST Subordinated Revenue Bonds.**

(A) Term. The FST Subordinated Revenue Bonds shall be fixed in number and issued to the State and the Trust, respectively, with interest rates fixed to maturity, shall be dated, numbered and shall bear interest at the rate or rates, and shall mature over a term not exceeding twenty (20) years, shall mature but shall be payable at such dates and in the amounts as provided for by the Financing Documents, the Officers Certificate pursuant to subparagraph (B) of this Section.

(B) Delegation to Issue FST Subordinated Revenue Bonds. The Authorized Officer (as hereinafter defined) of the Authority is hereby designated as the individual who shall have the power to sell and to award the FST Subordinated Revenue Bonds (of the same or different series) on behalf of the Authority, to the State and Trust, respectively, pursuant to the Financing Program, including the power to determine (giving due consideration to the terms and conditions of the preceding paragraph and any applicable rules or restrictions of the Financing Program), among other things (i) the amount of FST Subordinated Revenue Bonds to be issued, provided such amount does not to exceed \$8,500,000, (ii) the time and the manner of sale of the FST Subordinated Revenue Bonds and the Escrow Closing (as hereinafter defined) in connection therewith, (iii) the denominations and rate or rates of interest to be borne by the FST Subordinated Revenue Bonds, and (iv) such other terms and conditions as may be necessary or related to the sale of the FST Subordinated Revenue Bonds. Such sale, award, terms and conditions of the FST Subordinated Revenue Bonds issued pursuant to the Financing Program shall be determined and evidenced by the Financing Documents, to be executed by the Authorized Officer on behalf of the Authority, subject to the rules, conditions, maturity schedule and interest rate established by the Program, with respect to the FST Subordinated Revenue Bond being issued to the Trust, with such interest rate on such FST Subordinated Revenue Bond being based upon the pass through interest rates received by the Trust in connection with its sale of bonds (plus administrative fees) (the "Trust Loan Bond"), combined with the cash funds received from the State in connection with the Program, with respect to the FST Subordinated Revenue Bond being issued to the State (the "Fund Loan Bond"). Such sale and award provisions of the FST Subordinated Revenue Bonds, as set forth herein, may be further evidenced by a certificate of the Authorized Officer (the "Certificate"), executed as of the date of sale and award of the FST Subordinated Revenue Bonds. The Certificate is hereby deemed to

satisfy the requirements of Section 315(2) of the General Bond Resolution. The Financing Documents and the Certificate, to the extent one is required, shall be presented by the Executive Director to the Members of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of such FST Subordinated Revenue Bonds.

(C) Execution of the Financing Documents. The Financing Documents are hereby authorized to be executed and delivered in connection with the Program. Such Financing Documents may be executed and delivered on behalf of the Authority by either the Chairman, the Vice Chairman, the Executive Director or the Chief Financial Officer (each an "Authorized Officer"), in their respective sole discretion, after consultation with counsel and any advisors to the Authority (collectively, the "Authority Consultants"), and after further consultation with the Trust, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", together with the Authority Consultants, the "Consultants") shall determine, with such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined hereunder. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Authority as determined hereunder, and to affix the corporate seal of the Authority to such Financing Documents.

(D) Escrow Closing. The Authorized Officers of the Authority are hereby authorized to execute the Financing Documents and any additional certificates and opinions as may be required by the Program or Bond Counsel to the Authority, as further described in subsection (F) herein (together, the "Escrowed Documents") on or before the date when the Authority is scheduled to close the loans in escrow with the Program (the "Escrow Closing"), such Escrowed Documents to be delivered to Bond Counsel to the Authority and held by Bond Counsel to the Authority until such time as an Authorized Officer of the Authority authorizes release of same. Bond Counsel to the Authority is hereby authorized to accept and hold the Escrowed Documents in escrow on or before the Escrow Closing and to release same from escrow and deliver same upon direction of an Authorized Officer of the Authority.

(E) Form of FST Subordinated Revenue Bonds. The FST Subordinated Revenue Bonds shall be in substantially the form described and contained in the General Bond Resolution, with such changes as may be required by the Financing Documents.

(F) Further Authorizations. The Authorized Officers of the Authority are hereby further severally authorized to (i) execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Authorized Officers, the Secretary or Assistant Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution thereof.

**Section 303. Issuance of the FST Subordinated Revenue Bonds and Application of Proceeds of Sale.** The FST Subordinated Revenue Bonds authorized by Section 301 herein, are hereby directed to be executed by or on behalf of the Authority by its Authorized Officer and delivered to the State and the Trust, respectively. All of the proceeds of sale of the FST Subordinated Revenue Bonds, including accrued interest (if any) received upon delivery thereof, shall, simultaneously with the issuance of the FST Subordinated Revenue Bonds, be paid and applied by the Authority in accordance with the General Bond Resolution and the Financing Documents and as provided in an Order of the Authority executed by the Chairman or the Executive Director of the Authority consistent with the General Bond Resolution and the Financing Documents.

**Section 304. No Recourse on the FST Subordinated Revenue Bonds.** No recourse shall be had for the payment of the principal of or the interest on the FST Subordinated Revenue Bonds or for any claim based thereon or on this 2019 Subordinated Supplemental Bond Resolution or the General Bond Resolution against any member or other officer of the Authority or any person executing the FST Subordinated Revenue Bonds. The FST Subordinated Revenue Bonds are not and shall not be in any way a debt or liability of the State of New Jersey or of any county or municipality and do not and shall not create or constitute any indebtedness, liability or obligation of said State or of any county or municipality, either legal, moral or otherwise.

**Section 305. Execution of FST Subordinated Revenue Bonds.** The Chairman or Executive Director of the Authority is hereby authorized to execute by the manual or facsimile signature the FST Subordinated Revenue Bonds in the name and on behalf of the Authority attested by the manual or facsimile signature of its Secretary or Assistant Secretary.

**Section 306. Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article 11 of the General Bond Resolution, a certain financial institution (the "Bank") shall be appointed Trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the FST Subordinated Revenue Bonds. 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.

**ARTICLE IV**

**Redemption of FST Subordinated Revenue Bonds**

**Section 401. FST Subordinated Revenue Bonds Subject to Redemption.** The FST Subordinated Revenue Bonds may be subject to redemption prior to maturity.

ARTICLE V

Miscellaneous Provisions

**Section 501. Notices.** It shall be sufficient service or giving of any notice, request, complaint, demand or other instrument or document, if it is in writing duly mailed by first class mail. Notices to the Authority, the Trustee, the Registrar, and the Paying Agent shall be addressed as determined in the Officers Certificate.

The foregoing parties may designate, by notice given hereunder, any further or different addresses to which any subsequent notice, request, demand or other instrument or document shall be sent. The Trustee shall designate, by notice to the Authority addresses to which notices or copies thereof shall be sent to the Trustee's agents hereunder.

In connection with any notice mailed pursuant to the provisions of this Supplemental Resolution, a certificate of the Trustee, the Authority, the Paying Agent or the Holders, whichever mailed that notice, that the notice was so mailed shall be conclusive evidence of the proper mailing of the notice.

**Section 502. Successors and Assigns.** All the covenants, promises and agreements in this 2019 Subordinated Supplemental Bond Resolution contained by or on behalf of the Authority, or by or on behalf of the Trustee, shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

**Section 503. Headings for Convenience Only.** The descriptive headings in this 2019 Subordinated Supplemental Bond Resolution are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

**Section 504. Additional Acts.** The Chairperson, Vice Chairperson, Executive Director, Secretary, Treasurer and any other Authority Officer, and the staff and consultants of the Authority are hereby authorized and directed to take all actions and execute all documents, certificates or agreements, which are necessary or which are convenient to effectuate the terms of the General Bond Resolution and this 2019 Subordinated Supplemental Bond Resolution in connection with the issuance, sale and delivery of the FST Subordinated Revenue Bonds.

**Section 505. Effective Date.** This resolution shall take effect immediately; the July FST Resolution, as defined herein, shall be rescinded in its entirety and shall be of no force and effect.

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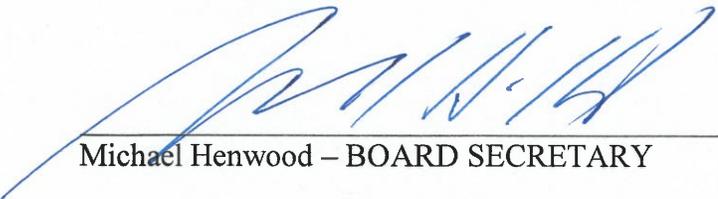
Moved by: *Commissioner DeLisio*

Seconded by: *Commissioner Warms*

**RECORDED VOTE:**

	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Ronald Phillips, Chairman	X				
Louis J. DeLisio, Vice Chairman	X				
Catherine T. Bentz Commissioner					X
Bruce Bonaventuro Commissioner	X				
Daniel Gumble Commissioner					X
Thomas S. Kelley Commissioner					X
Peter C. Massa, Jr Commissioner	X				
Diane T. Testa Commissioner	X				
Jon Warms Commissioner	X				

The following resolution is a true and complete copy of a resolution of The Bergen County Utilities Authority adopted at a regular meeting thereof duly called and held on December 19, 2019.

  
Michael Henwood – BOARD SECRETARY

19-1-064

EXHIBIT A

The Rehabilitation of the Final Settling Tanks at the Little Ferry Water Pollution Control Facility, to involve the planning and design activities associated with rehabilitation of final settling tanks (1 thru 16) at the Little Ferry WPCF, including interior concrete wall repairs, slab and walkway tank repairs, replacement of existing effluent weirs plates and cross connecting troughs, replacement of miscellaneous steel supports, installation of new weir plates, cross connecting trough lengths and supports, repair of rotating scum skimmers, replacement of influent slide gates, replacement of wooden influent baffles, installation of new mid tank baffle, replacement of scum baffles, replacement of non-operating valves, tank drain line cleaning and repair, sludge return line cleaning and recoating and replacement of flight and chain systems; concrete repairs will be made to each of the (4) chlorine contact tanks adjacent to the final settling tank, including improvements or repairs or replacement of sluice gates, effluent weir plates, troughs, scum skimmers and various other tank improvements, all of the foregoing to include all work necessary and incidental thereto.

**SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$8,500,000 PROJECT NOTES OF THE BERGEN COUNTY UTILITIES AUTHORITY, DETERMINING THE FORM AND OTHER DETAILS OF SUCH NOTES, PROVIDING FOR THE ISSUANCE AND SALE OF SUCH NOTES TO THE NEW JERSEY INFRASTRUCTURE BANK, AND AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH NOTES IN FAVOR OF THE NEW JERSEY INFRASTRUCTURE BANK.**

**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 is authorized to issue short-term project notes pursuant to and in accordance with a resolution of the Authority, duly adopted on April 28, 2005 and entitled, "Resolution Authorizing the Issuance of Project Notes of The Bergen County Utilities Authority" (the "2005 Project Note Resolution"), from time to time and at any time, to provide for, among other things, the funding of certain capital projects of the Authority; and

**WHEREAS**, the Authority has determined to temporarily finance (the "Construction Loan"), in the principal amount of not to exceed \$8,500,000, (i) the Costs associated with the work as listed on Exhibit A attached hereto, and (2) the payment of the costs associated with the notes issued hereby (collectively, the "Project") and it is the desire of the Authority to obtain financing for such Project through participation in the financing program of the New Jersey Infrastructure Bank (the "NJIB"); and

**WHEREAS**, in order to (i) evidence and secure the repayment obligation of the Authority to the NJIB with respect to the Construction Loan and (ii) satisfy the requirements of the NJIB, it is the desire of the Authority to issue and sell to the NJIB a project note in an aggregate principal amount of not to exceed \$8,500,000 (the "Project Note"); and

**WHEREAS**, it is the desire of the Authority to authorize, execute, attest and deliver the Project Note to the NJIB pursuant to the terms of the Act and the "Local Authorities Fiscal Control Law", constituting Chapter 313 of the Pamphlet Laws of 1983 of the State of New Jersey (codified at N.J.S.A. 40A:5A-1 et seq.), as the same may from time to time be amended and supplemented (the "Local Authorities Fiscal Control Law"); and

**WHEREAS**, Section 12 of the Local Authorities Fiscal Control Law and N.J.S.A. 58:11B-9 each allow for the sale of the Project Note to the NJIB, without any public offering, all pursuant to the terms and conditions set forth therein; and

**WHEREAS**, the Authority desires to provide terms and conditions with respect to such Project Note in addition to those which have been previously established under and pursuant to the 2005 Project Note Resolution and delegate the sale of such Project Note to the Executive Director of the Authority.

**19-1-065**

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

## ARTICLE I

### General Provisions

**Section 101. Short Title.** This resolution may hereafter be cited by the Authority and is hereinafter sometimes referred to as the “2019 Supplemental Resolution”.

**Section 102. Terms Defined in Resolution.** Whenever used or referred to in this 2019 Supplemental Resolution all words and terms which are defined in Section 102 of the 2005 Project Note Resolution shall have the same meanings given to such words and terms, except to the extent words and terms are otherwise defined herein or the context clearly requires otherwise.

**Section 103. Other Definitions.** Capitalized words and terms used in this 2019 Supplemental Resolution and defined in the recitals hereto shall have the meanings set forth in the recitals hereto. As used or referenced to, and unless the context clearly requires otherwise, in this 2019 Supplemental Resolution:

“Project Note Resolution” means the 2005 Project Note Resolution, as amended and supplemented, including by this 2019 Supplemental Resolution.

“State” means the State of New Jersey.

**Section 104. Incorporation of 2005 Project Note Resolution.** This 2019 Supplemental Resolution supplements and amends the 2005 Project Note Resolution. The 2005 Project Note Resolution, as amended herein, is incorporated herein by reference thereto.

(End of Article I)

ARTICLE II

**Determinations By and Obligations  
of the Authority**

**Section 201. Authority for 2019 Supplemental Resolution.**

(1) General Authority. This 2019 Supplemental Resolution is adopted pursuant to the Act and the 2005 Project Note Resolution, and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2019 Supplemental Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the 2005 Project Note Resolution to further secure the payment of the principal or redemption price of and interest on the Project Note.

(2) Local Authority. In accordance with Section 12 of the Local Authorities Fiscal Control Law and N.J.S.A. 58:11B-9, the Authority hereby authorizes the issuance, sale and award of the Project Note in accordance with the provisions hereof. The obligation represented by the Project Note has been authorized by this 2019 Supplemental Resolution of the Authority, finally adopted by the Authority at a meeting duly called and held on December 19, 2019, at which time a quorum was present and acted throughout, all pursuant to the terms of the Act, the Local Authorities Fiscal Control Law and other applicable law.

**Section 202. Project Note to Constitute Project Notes.** The Project Note shall constitute Project Notes, as such term is defined in the 2005 Project Note Resolution. The Project Note shall be issued pursuant to and in accordance with the Project Note Resolution.

**Section 203. Project Note Resolution to Constitute Contract.** In consideration of the purchase and acceptance of the Project Note by those who shall hold the same from time to time, the provisions of the Project Note Resolution shall be deemed to be and shall constitute a contract between the Authority, the trustee and the holders from time to time of the Project Note; the pledge made in the 2005 Project Note Resolution and the covenants and agreements therein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the Project Notes, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Project Notes over any other thereof except as expressly provided in or pursuant to the 2005 Project Note Resolution.

(End of Article II)

ARTICLE III

**Authorization, Purpose, Execution  
and Issuance of Project Note**

**Section 301. Authorization, Designation and Purpose of the Project Note.** The Project Note of the Authority is hereby authorized to be issued pursuant to the Project Note Resolution. The Project Note shall be issued in the principal amount of not to exceed \$8,500,000. The Project Note is authorized and will be issued to provide funds for the financing of the cost of the Project.

**Section 302. Description of Project Note; Delegation of Sale of Project Note.**

(1) Terms. The Project Note shall be dated and shall bear interest, and shall mature and be subject to redemption, as provided by subsequent resolution of the Authority or a certificate of the Executive Director executed upon consultation with the Chairman (the "Certificate") duly adopted or executed, as applicable, prior to the authentication and the delivery upon original issuance of the Project Note. Such Certificate may contain such other terms and provisions with respect to the Project Note that are not established by the terms of the 2005 Project Note Resolution or by the terms hereof and that are not inconsistent with the provisions thereof or hereof provided that it is substantially consistent with the terms and conditions set forth in the application submitted by the Authority to the Local Finance Board in the Division of Local Government Services, New Jersey Department of Community Affairs in connection with the issuance of the Project Note.

(2) Denomination and Place of Payment. The Project Note shall be payable to the registered owner thereof, or registered assigns, at maturity upon presentation and surrender of the Project Note at the principal corporate trust office of the Paying Agent. Interest on the Project Note will be paid to the registered owner by check and such payment will be mailed by the Paying Agent to such Registered Owner 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 of and interest on the Project Note shall be as provided in the 2005 Project Note Resolution.

(3) Form of Project Note. The Project Note shall be in substantially the form contained in Section 313 of the 2005 Project Note Resolution.

**Section 303. Application of Project Note Proceeds.** The proceeds of the Project Note, including accrued interest on such Project Note, if any, and including any premium payable to the Authority thereon, if any, shall be applied simultaneously with the delivery of such Project Note as directed by written order of the Chairman or Executive Director of the Authority.

**Section 304. Execution of Project Note.** The Project Note is hereby authorized to be executed in accordance with the provisions of Section 304 of the 2005 Project Note Resolution.

**Section 305. Authentication of Project Note.** The Project Note is hereby authorized to be authenticated in accordance with the provisions of Section 305 of the 2005 Project Note Resolution.

**Section 306. Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article VI of the 2005 Project Note Resolution, The Bank of New York Mellon, (the "Bank") is hereby appointed trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the Project Note. 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 2005 Project Note Resolution.

**Section 307. Final Determination.** Any determination made by the Executive Director or his designee pursuant to the terms hereof shall be conclusively evidenced by the execution and attestation of the Project Note by the parties authorized herein.

(End of Article III)

**ARTICLE IV****Miscellaneous**

**Section 401. Additional Acts.** The Chairman and any other officer of the Authority, and the staff and consultants of the Authority are hereby authorized to take all actions which are necessary or which are convenient to effectuate the terms of the Project Note Resolution in connection with the issuance, sale and delivery of the Project Note; the Executive Director of the Authority is hereby further authorized to (i) execute and deliver, and the Secretary is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Executive Director or the Secretary, as applicable, in their respective sole discretion, after consultation with counsel and any advisors to the Authority and after further consultation with the NJIB and its representatives, agents, counsel and advisors, to be executed in connection the issuance and sale of the Project Note and the participation of the Authority in the NJIB financing program, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Executive Director and the Secretary deem necessary, desirable or convenient in relation to the execution and delivery and issuance of the Project Note and the participation of the Authority in the NJIB financing program

**Section 402. 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 Project Note 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 Project Note from gross income under the provisions of the Code.

**Section 403. Public Inspection.** A copy of this 2019 Supplemental Resolution shall be available for public inspection at the offices of the Authority.

**Section 404. Certified Copies.** Upon the adoption hereof, the Secretary shall forward certified copies of this resolution to McManimon, Scotland & Baumann, LLC, bond counsel to the Authority, Executive Director of the NJIB, and bond counsel to the NJIB.

**Section 405. Printing.** The law firm of McManimon, Scotland & Baumann is hereby authorized to arrange for the printing of the Note, which law firm may authorize McCarter & English, LLP, bond counsel to the NJIB for the Construction Loan, to arrange for same.

**Section 406. Effective Date.** This 2019 Supplemental Resolution shall take effect immediately.

(End of Article IV)

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

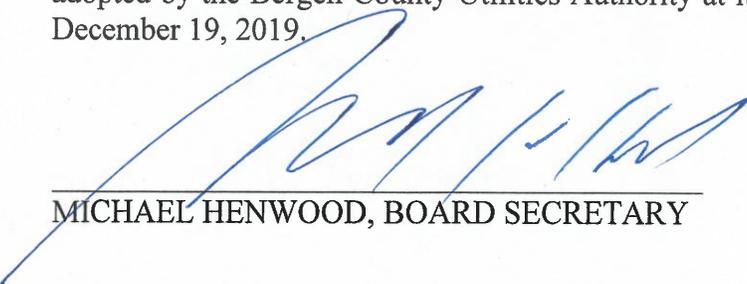
Moved by: *Commissioner DeLisio*

Seconded by: *Commissioner WARMS*

**RECORDED VOTE:**

COMMISSIONER	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Ronald Phillips, Chairman	X				
Louis J. DeLisio, Vice Chairman	X				
Catherine T. Bentz					X
Bruce Bonaventuro	X				
Daniel Gumble					X
Thomas S. Kelley					X
Peter C. Massa, Jr.	X				
Diane T. Testa	X				
Jon Warms	X				

I hereby certify the foregoing resolution to be a true and complete copy of a resolution adopted by the Bergen County Utilities Authority at its regular meeting duly called and held on December 19, 2019.



\_\_\_\_\_  
MICHAEL HENWOOD, BOARD SECRETARY

**EXHIBIT A**

The Rehabilitation of the Final Settling Tanks at the Little Ferry Water Pollution Control Facility, to involve the planning and design activities associated with rehabilitation of final settling tanks one (1) thru sixteen (16) at the Little Ferry Water Pollution Control Facility, including interior concrete wall repairs, slab and walkway tank repairs, replacement of existing effluent weirs plates and cross connecting troughs, replacement of miscellaneous steel supports, installation of new weir plates, cross connecting trough lengths and supports, repair of rotating scum skimmers, replacement of influent slide gates, replacement of wooden influent baffles, installation of new mid tank baffle, replacement of scum baffles, replacement of non-operating valves, tank drain line cleaning and repair, sludge return line cleaning and recoating and replacement of flight and chain systems; concrete repairs will be made to each of the four (4) chlorine contact tanks adjacent to the final settling tank, including improvements or repairs or replacement of sluice gates, effluent weir plates, troughs, scum skimmers and various other tank improvements, all of the foregoing to include all work necessary and incidental thereto.

**2019 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION  
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$19,500,000  
SUBORDINATED BONDS, AND ANY NOTES ISSUED IN  
ANTICIPATION THEREOF, OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THROUGH THE NEW JERSEY INFRASTRUCTURE  
BANK AND DETERMINING VARIOUS OTHER MATTERS IN  
CONNECTION THEREWITH.**

**Adopted: December 19, 2019**

**2019 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION  
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$19,500,000  
SUBORDINATED BONDS, AND ANY NOTES ISSUED IN  
ANTICIPATION THEREOF, OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THROUGH THE NEW JERSEY INFRASTRUCTURE  
BANK AND DETERMINING VARIOUS OTHER MATTERS IN  
CONNECTION THEREWITH.**

**WHEREAS**, on June 24, 2004, the Bergen County Utilities Authority (the "Authority"), a public body corporate and politic of the State of New Jersey organized pursuant to the sewerage authorities law (N.J.S.A. 40:14A-1 et seq.) (the "Act"), adopted a resolution entitled, "Resolution Authorizing the Issuance of Subordinated Bonds of The Bergen County Utilities Authority" as amended and supplemented (the "General Bond Resolution"), providing for the issuance of subordinated bonds of the Authority and authorizing the issuance of "Additional Bonds," as such term is therein defined, for the purpose of, among others, raising funds to pay the cost of acquisition or construction of any Authority Facilities (as defined in the General Bond Resolution); and

**WHEREAS**, in accordance with the provisions of Sections 314 and 315 of the General Bond Resolution, the Authority wishes to authorize a series of Additional Bonds of the Authority, and any notes issued in anticipation thereof, each designated "Subordinated Revenue Bonds, Series 2019 of The Bergen County Utilities Authority" (hereinafter referred to as the "ERB Subordinated Revenue Bonds") in the principal amount of not to exceed \$19,500,000 to provide for (i) a portion of the Costs associated with the work as listed on Exhibit A attached hereto, (2) the payment of the costs associated with the issuance of the ERB Subordinated Revenue Bonds pursuant to this 2019 Subordinated Supplemental Bond Resolution (as defined herein) and (3) the funding of capitalized interest, if any (collectively, the "ERB Project"); and

**WHEREAS**, the Authority anticipates that a portion of the ERB Project will be financed with funding from the New Jersey Economic Development Authority's Energy Resiliency Bank in the aggregate amount of \$26,990,000 to provide for payment of the total cost of the ERB Project; and

**WHEREAS**, the Authority wishes to provide terms and conditions with respect to such ERB Subordinated Revenue Bonds in addition to those which have been previously established under and pursuant to the General Bond Resolution and delegate the sale of such ERB Subordinated Revenue Bonds to the Executive Director of the Authority.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY AS FOLLOWS:**

## ARTICLE I

### DEFINITIONS AND INTERPRETATIONS

**Section 101. Short Title.** This 2019 Subordinated Supplemental Bond Resolution may hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2019 Subordinated Supplemental Bond Resolution.”

**Section 102. Terms Defined in Resolution.** Whenever used or referred to in this 2019 Subordinated Supplemental Bond Resolution all words and terms which are defined in Section 102 of the resolution of the Authority adopted June 24, 2004 entitled, “Resolution Authorizing the Issuance of Subordinated Bonds of The Bergen County Utilities Authority”, as amended and supplemented, shall have the same meanings given to such words and terms, as determined in Section 101 thereof, except to the extent words and terms are defined or shall otherwise be established in Section 103 hereof.

**Section 103. Definitions.** As used or referred to in this 2019 Subordinated Supplemental Bond Resolution, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number are the respective Articles and Sections hereof so numbered.

“2019 Subordinated Supplemental Bond Resolution” means this subordinated supplemental bond resolution of the Authority adopted on December 19, 2019.

"Escrow Agreement" means that certain escrow agreement to be entered into by and between the Authority, the Trust, the State and the escrow agent named in such agreement (the "Escrow Agent"), as trustee for the holders of the ERB Subordinated Revenue Bonds issued pursuant to the Financing Program.

“Escrow Trustee” shall have the meaning assigned to such term in the Officers Certificate referenced herein.

"Financing Documents" means the Trust Loan Agreement, the Fund Loan Agreement and the Escrow Agreement, as defined herein.

"Financing Program" means the New Jersey Environmental Infrastructure Bank Financing Program which is expected to permanently fund a portion of the ERB Project.

"ERB Project" is deemed to be an Additional Project as referenced in Section 314(a)(1) of the General Bond Resolution, the Costs of which are a permitted financing (notwithstanding the use of the term “Costs of Construction” which is an undefined term in the General Bond Resolution) as referenced in such Section 314(a)(1), and which means (i) the improvements listed on Exhibit A attached hereto, (2) the Costs associated with the issuance of the ERB Subordinated Revenue Bonds, and (3) the funding of capitalized interest, if necessary.

“ERB Subordinated Revenue Bonds” means the Authority’s subordinated bonds, and any notes issued in anticipation thereof, issued in a principal amount not to exceed \$19,500,000 pursuant to this 2019 Subordinated Supplemental Bond Resolution.

"Fund Loan Agreement" means that certain loan agreement to be entered into by and between the Authority and the State, pursuant to the Financing Program.

"Herein," "hereunder," "hereby," "hereto," and "hereof" and any similar terms refer to this 2019 Subordinated Supplemental Bond Resolution; the term "heretofore" means before the adoption of this 2019 Subordinated Supplemental Bond Resolution; and the term "hereafter" means after the adoption of this 2019 Subordinated Supplemental Bond Resolution.

"Paying Agent" shall mean such financial institution, appointed by the Authority pursuant to an Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents.

"Registrar" shall mean such financial institution, appointed by the Authority pursuant to an Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents;

"State" means the State of New Jersey, and when used in reference to the Financing Program, the State, acting by and through the New Jersey Department of Environmental Protection.

"Trust" means the New Jersey Infrastructure Bank.

"Trust Loan Agreement" means that certain loan agreement to be entered into by and between the Authority and the Trust, pursuant to the Financing Program.

"Trustee" shall mean such financial institution, appointed by the Authority by the Officers Certificate, to carry out its duties and obligations as set forth in the Financing Documents.

Words importing persons include firms, associations and corporations; and

Words importing the singular number include the plural number and vice versa.

**Section 104. Incorporation of Resolution.** This 2019 Subordinated Supplemental Bond Resolution supplements and amends the General Bond Resolution. The General Bond Resolution is incorporated herein by reference thereto.

**Section 105. Severability of Invalid Provisions.** If any one or more of the covenants or agreements provided in this 2019 Subordinated Supplemental Bond Resolution, on the part of the Authority, the Trust, the State, the Escrow Agent or the Trustee, to be performed should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed separable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this 2019 Subordinated Supplemental Bond Resolution or of any ERB Subordinated Revenue Bond.

## ARTICLE II

### Determinations By and Obligations of the Authority

**Section 201. Authority for 2019 Subordinated Supplemental Bond Resolution.**

This 2019 Subordinated Supplemental Bond Resolution is adopted pursuant to the Act and the General Bond Resolution and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2019 Subordinated Supplemental Bond Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the General Bond Resolution to further secure the payment of the principal or redemption price of and interest on the ERB Subordinated Revenue Bonds.

**Section 202. ERB Subordinated Revenue Bonds to Constitute Additional Bonds.**

The ERB Subordinated Revenue Bonds shall constitute Additional Bonds as such term is defined in the General Bond Resolution and shall be issued pursuant to and in accordance with the General Bond Resolution and shall not be issued until the conditions of the Trust have been satisfied.

**Section 203. Resolution to Constitute Contract.** In consideration of the purchase and acceptance of the ERB Subordinated Revenue Bonds by those who shall hold the same from time to time, the provisions of the General Bond Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee and the holders from time to time of the ERB Subordinated Revenue Bonds; the pledge made in the General Bond Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the ERB Subordinated Revenue Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to the General Bond Resolution.

**Section 204. Estimated Cost of ERB Project.** The Authority hereby determines that the aggregate estimated Cost of the ERB Project shall not exceed \$19,500,000 inclusive of any original issue discount and capitalized interest and excluding any accrued interest on the ERB Subordinated Revenue Bonds.

## ARTICLE III

**Authorization, Purpose, Execution  
and Issuance of ERB Subordinated Revenue Bonds****Section 301. Authorization and Purpose of the ERB Subordinated Revenue Bonds.**

The ERB Subordinated Revenue Bonds of the Authority in the principal amount of not to exceed \$19,500,000 are hereby authorized to be issued pursuant to Sections 314 and 315 of the General Bond Resolution, such Bonds to be entitled "Subordinated Revenue Bonds, Series 2019 of The Bergen County Utilities Authority" or such other title as the Authority may designate. The ERB Subordinated Revenue Bonds are authorized and will be issued to provide funds for the Cost of the ERB Project.

**Section 302. Description of the ERB Subordinated Revenue Bonds; Delegation of Sale of the ERB Subordinated Revenue Bonds.**

(A) Term. The ERB Subordinated Revenue Bonds shall be fixed in number and issued to the State and the Trust, respectively, with interest rates fixed to maturity, shall be dated, numbered and shall bear interest at the rate or rates, and shall mature over a term not exceeding twenty (20) years, shall mature but shall be payable at such dates and in the amounts as provided for by the Financing Documents, the Officers Certificate pursuant to subparagraph (B) of this Section.

(B) Delegation to Issue ERB Subordinated Revenue Bonds. The Authorized Officer (as hereinafter defined) of the Authority is hereby designated as the individual who shall have the power to sell and to award the ERB Subordinated Revenue Bonds (of the same or different series) on behalf of the Authority, to the State and Trust, respectively, pursuant to the Financing Program, including the power to determine (giving due consideration to the terms and conditions of the preceding paragraph and any applicable rules or restrictions of the Financing Program), among other things (i) the amount of ERB Subordinated Revenue Bonds to be issued, provided such amount does not to exceed \$19,500,000, (ii) the time and the manner of sale of the ERB Subordinated Revenue Bonds and the Escrow Closing (as hereinafter defined) in connection therewith, (iii) the denominations and rate or rates of interest to be borne by the ERB Subordinated Revenue Bonds, and (iv) such other terms and conditions as may be necessary or related to the sale of the ERB Subordinated Revenue Bonds. Such sale, award, terms and conditions of the ERB Subordinated Revenue Bonds issued pursuant to the Financing Program shall be determined and evidenced by the Financing Documents, to be executed by the Authorized Officer on behalf of the Authority, subject to the rules, conditions, maturity schedule and interest rate established by the Program, with respect to the ERB Subordinated Revenue Bond being issued to the Trust, with such interest rate on such ERB Subordinated Revenue Bond being based upon the pass through interest rates received by the Trust in connection with its sale of bonds (plus administrative fees) (the "Trust Loan Bond"), combined with the cash funds received from the State in connection with the Program, with respect to the ERB Subordinated Revenue Bond being issued to the State (the "Fund Loan Bond"). Such sale and award provisions of the ERB Subordinated Revenue Bonds, as set forth herein, may be further evidenced by a certificate of the Authorized Officer (the "Certificate"), executed as of the date of sale and award of the ERB Subordinated Revenue Bonds. The Certificate is hereby deemed to satisfy the requirements of Section 315(2) of the General Bond Resolution. The Financing Documents and the Certificate, to the extent one is required, shall be presented by the Executive

Director to the Members of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of such ERB Subordinated Revenue Bonds.

(C) Execution of the Financing Documents. The Financing Documents are hereby authorized to be executed and delivered in connection with the Program. Such Financing Documents may be executed and delivered on behalf of the Authority by either the Chairman, the Vice Chairman, the Executive Director or the Chief Financial Officer (each an "Authorized Officer"), in their respective sole discretion, after consultation with counsel and any advisors to the Authority (collectively, the "Authority Consultants"), and after further consultation with the Trust, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", together with the Authority Consultants, the "Consultants") shall determine, with such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined hereunder. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Authority as determined hereunder, and to affix the corporate seal of the Authority to such Financing Documents.

(D) Escrow Closing. The Authorized Officers of the Authority are hereby authorized to execute the Financing Documents and any additional certificates and opinions as may be required by the Program or Bond Counsel to the Authority, as further described in subsection (F) herein (together, the "Escrowed Documents") on or before the date when the Authority is scheduled to close the loans in escrow with the Program (the "Escrow Closing"), such Escrowed Documents to be delivered to Bond Counsel to the Authority and held by Bond Counsel to the Authority until such time as an Authorized Officer of the Authority authorizes release of same. Bond Counsel to the Authority is hereby authorized to accept and hold the Escrowed Documents in escrow on or before the Escrow Closing and to release same from escrow and deliver same upon direction of an Authorized Officer of the Authority.

(E) Form of ERB Subordinated Revenue Bonds. The ERB Subordinated Revenue Bonds shall be in substantially the form described and contained in the General Bond Resolution, with such changes as may be required by the Financing Documents.

(F) Further Authorizations. The Authorized Officers of the Authority are hereby further severally authorized to (i) execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Authorized Officers, the Secretary or Assistant Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution thereof.

**Section 303. Issuance of the ERB Subordinated Revenue Bonds and Application of Proceeds of Sale.** The ERB Subordinated Revenue Bonds authorized by Section 301 herein, are hereby directed to be executed by or on behalf of the Authority by its Authorized Officer and

delivered to the State and the Trust, respectively. All of the proceeds of sale of the ERB Subordinated Revenue Bonds, including accrued interest (if any) received upon delivery thereof, shall, simultaneously with the issuance of the ERB Subordinated Revenue Bonds, be paid and applied by the Authority in accordance with the General Bond Resolution and the Financing Documents and as provided in an Order of the Authority executed by the Chairman or the Executive Director of the Authority consistent with the General Bond Resolution and the Financing Documents.

**Section 304. No Recourse on the ERB Subordinated Revenue Bonds.** No recourse shall be had for the payment of the principal of or the interest on the ERB Subordinated Revenue Bonds or for any claim based thereon or on this 2019 Subordinated Supplemental Bond Resolution or the General Bond Resolution against any member or other officer of the Authority or any person executing the ERB Subordinated Revenue Bonds. The ERB Subordinated Revenue Bonds are not and shall not be in any way a debt or liability of the State of New Jersey or of any county or municipality and do not and shall not create or constitute any indebtedness, liability or obligation of said State or of any county or municipality, either legal, moral or otherwise.

**Section 305. Execution of ERB Subordinated Revenue Bonds.** The Chairman or Executive Director of the Authority is hereby authorized to execute by the manual or facsimile signature the ERB Subordinated Revenue Bonds in the name and on behalf of the Authority attested by the manual or facsimile signature of its Secretary or Assistant Secretary.

**Section 306. Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article 11 of the General Bond Resolution, a certain financial institution (the "Bank") shall be appointed Trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the ERB Subordinated Revenue Bonds. 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.

ARTICLE IV

**Redemption of ERB Subordinated Revenue Bonds**

**Section 401. ERB Subordinated Revenue Bonds Subject to Redemption.** The ERB Subordinated Revenue Bonds may be subject to redemption prior to maturity.

## ARTICLE V

### Miscellaneous Provisions

**Section 501. Notices.** It shall be sufficient service or giving of any notice, request, complaint, demand or other instrument or document, if it is in writing duly mailed by first class mail. Notices to the Authority, the Trustee, the Registrar, and the Paying Agent shall be addressed as determined in the Officers Certificate.

The foregoing parties may designate, by notice given hereunder, any further or different addresses to which any subsequent notice, request, demand or other instrument or document shall be sent. The Trustee shall designate, by notice to the Authority addresses to which notices or copies thereof shall be sent to the Trustee's agents hereunder.

In connection with any notice mailed pursuant to the provisions of this Supplemental Resolution, a certificate of the Trustee, the Authority, the Paying Agent or the Holders, whichever mailed that notice, that the notice was so mailed shall be conclusive evidence of the proper mailing of the notice.

**Section 502. Successors and Assigns.** All the covenants, promises and agreements in this 2019 Subordinated Supplemental Bond Resolution contained by or on behalf of the Authority, or by or on behalf of the Trustee, shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

**Section 503. Headings for Convenience Only.** The descriptive headings in this 2019 Subordinated Supplemental Bond Resolution are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

**Section 504. Additional Acts.** The Chairperson, Vice Chairperson, Executive Director, Secretary, Treasurer and any other Authority Officer, and the staff and consultants of the Authority are hereby authorized and directed to take all actions and execute all documents, certificates or agreements, which are necessary or which are convenient to effectuate the terms of the General Bond Resolution and this 2019 Subordinated Supplemental Bond Resolution in connection with the issuance, sale and delivery of the ERB Subordinated Revenue Bonds.

**Section 505. Effective Date.** This resolution shall take effect immediately.

19-1-066

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

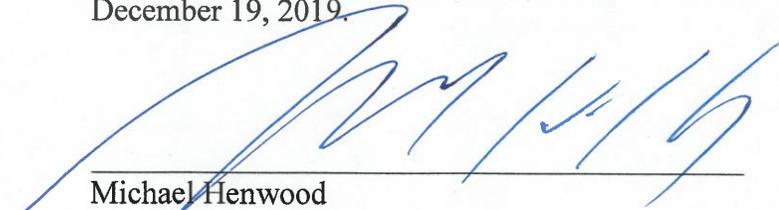
Moved by: *Commissioner DeLisio*

Seconded by: *Commissioner Warms*

**RECORDED VOTE:**

COMMISSIONER	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Ronald Phillips, Chairman	X				
Louis J. DeLisio, Vice Chairman	X				
Catherine T. Bentz					X
Bruce Bonaventuro	X				
Daniel Gumble					X
Thomas S. Kelley					X
Peter C. Massa, Jr	X				
Diane T. Testa	X				
Jon Warms	X				

The following resolution is a true and complete copy of a resolution of The Bergen County Utilities Authority adopted at a regular meeting thereof duly called and held on December 19, 2019.

  
\_\_\_\_\_  
Michael Henwood  
BOARD SECRETARY

19-1-066

EXHIBIT A

The ERB Project description is as follows:

The five (5) existing steel floating digester covers will be replaced with expanding dual membrane digester covers, providing in-situ gas storage capability. Installation of the membrane covers will require removal and relocation of the existing roof mounted digester gas flares due to their proximity to the existing digesters. The new flares will be installed in a new flare facility, located adjacent to the digester facility. While the digesters are out of service for cleaning, their internal structures will be inspected, and repairs, if needed, will be performed. Improvements to the existing digester facility process equipment are also included in the design scope of work. Specific scope items include replacement of the following: existing heat exchangers and sludge re-circulation pumps, sludge control valves, sludge transfer pumps, digester mixing systems, hot water transfer pumps, digester gas compressors and replacement/improvements to process instrumentation. All of the foregoing to include all work necessary and incidental thereto.

**SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$19,500,000 PROJECT NOTES OF THE BERGEN COUNTY UTILITIES AUTHORITY, DETERMINING THE FORM AND OTHER DETAILS OF SUCH NOTES, PROVIDING FOR THE ISSUANCE AND SALE OF SUCH NOTES TO THE NEW JERSEY INFRASTRUCTURE BANK, AND AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH NOTES IN FAVOR OF THE NEW JERSEY INFRASTRUCTURE BANK.**

**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 is authorized to issue short-term project notes pursuant to and in accordance with a resolution of the Authority, duly adopted on April 28, 2005 and entitled, "Resolution Authorizing the Issuance of Project Notes of The Bergen County Utilities Authority" (the "2005 Project Note Resolution"), from time to time and at any time, to provide for, among other things, the funding of certain capital projects of the Authority; and

**WHEREAS,** the Authority has determined to temporarily finance (the "Construction Loan"), in the principal amount of not to exceed \$19,500,000, (i) the Costs associated with the work as listed on Exhibit A attached hereto, and (2) the payment of the costs associated with the notes issued hereby (collectively, the "ERB Project") and it is the desire of the Authority to obtain financing for such ERB Project through participation in the financing program of the New Jersey Infrastructure Bank (the "NJIB"); and

**WHEREAS,** in order to (i) evidence and secure the repayment obligation of the Authority to the NJIB with respect to the Construction Loan and (ii) satisfy the requirements of the NJIB, it is the desire of the Authority to issue and sell to the NJIB a project note in an aggregate principal amount of not to exceed \$19,500,000 (the "ERB Project Note"); and

**WHEREAS,** it is the desire of the Authority to authorize, execute, attest and deliver the ERB Project Note to the NJIB pursuant to the terms of the Act and the "Local Authorities Fiscal Control Law", constituting Chapter 313 of the Pamphlet Laws of 1983 of the State of New Jersey (codified at N.J.S.A. 40A:5A-1 et seq.), as the same may from time to time be amended and supplemented (the "Local Authorities Fiscal Control Law"); and

**WHEREAS,** Section 12 of the Local Authorities Fiscal Control Law and N.J.S.A. 58:11B-9 each allow for the sale of the ERB Project Note to the NJIB, without any public offering, all pursuant to the terms and conditions set forth therein; and

**WHEREAS,** the Authority desires to provide terms and conditions with respect to such ERB Project Note in addition to those which have been previously established under and pursuant to the 2005 Project Note Resolution and delegate the sale of such ERB Project Note to the Executive Director of the Authority.

**19-1-067**

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

**19-1-067**

## ARTICLE I

### General Provisions

**Section 101. Short Title.** This resolution may hereafter be cited by the Authority and is hereinafter sometimes referred to as the “2019 ERB Supplemental Resolution”.

**Section 102. Terms Defined in Resolution.** Whenever used or referred to in this 2019 ERB Supplemental Resolution all words and terms which are defined in Section 102 of the 2005 Project Note Resolution shall have the same meanings given to such words and terms, except to the extent words and terms are otherwise defined herein or the context clearly requires otherwise.

**Section 103. Other Definitions.** Capitalized words and terms used in this 2019 ERB Supplemental Resolution and defined in the recitals hereto shall have the meanings set forth in the recitals hereto. As used or referenced to, and unless the context clearly requires otherwise, in this 2019 ERB Supplemental Resolution:

“Project Note Resolution” means the 2005 Project Note Resolution, as amended and supplemented, including by this 2019 ERB Supplemental Resolution.

“State” means the State of New Jersey.

**Section 104. Incorporation of 2005 Project Note Resolution.** This 2019 ERB Supplemental Resolution supplements and amends the 2005 Project Note Resolution. The 2005 Project Note Resolution, as amended herein, is incorporated herein by reference thereto.

(End of Article I)

ARTICLE II

**Determinations By and Obligations  
of the Authority**

**Section 201. Authority for 2019 ERB Supplemental Resolution.**

(1) General Authority. This 2019 ERB Supplemental Resolution is adopted pursuant to the Act and the 2005 Project Note Resolution, and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2019 ERB Supplemental Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the 2005 Project Note Resolution to further secure the payment of the principal or redemption price of and interest on the ERB Project Note.

(2) Local Authority. In accordance with Section 12 of the Local Authorities Fiscal Control Law and N.J.S.A. 58:11B-9, the Authority hereby authorizes the issuance, sale and award of the ERB Project Note in accordance with the provisions hereof. The obligation represented by the ERB Project Note has been authorized by this 2019 ERB Supplemental Resolution of the Authority, finally adopted by the Authority at a meeting duly called and held on December 19, 2019, at which time a quorum was present and acted throughout, all pursuant to the terms of the Act, the Local Authorities Fiscal Control Law and other applicable law.

**Section 202. ERB Project Note to Constitute Project Notes.** The ERB Project Note shall constitute Project Notes, as such term is defined in the 2005 Project Note Resolution. The ERB Project Note shall be issued pursuant to and in accordance with the Project Note Resolution.

**Section 203. Project Note Resolution to Constitute Contract.** In consideration of the purchase and acceptance of the ERB Project Note by those who shall hold the same from time to time, the provisions of the Project Note Resolution shall be deemed to be and shall constitute a contract between the Authority, the trustee and the holders from time to time of the ERB Project Note; the pledge made in the 2005 Project Note Resolution and the covenants and agreements therein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the ERB Project Notes, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the ERB Project Notes over any other thereof except as expressly provided in or pursuant to the 2005 Project Note Resolution.

(End of Article II)

ARTICLE III

**Authorization, Purpose, Execution  
and Issuance of ERB Project Note**

**Section 301. Authorization, Designation and Purpose of the ERB Project Note.**

The ERB Project Note of the Authority is hereby authorized to be issued pursuant to the Project Note Resolution. The ERB Project Note shall be issued in the principal amount of not to exceed \$19,500,000. The ERB Project Note is authorized and will be issued to provide funds for the financing of the cost of the ERB Project.

**Section 302. Description of ERB Project Note; Delegation of Sale of ERB Project Note.**

(1) Terms. The ERB Project Note shall be dated and shall bear interest, and shall mature and be subject to redemption, as provided by subsequent resolution of the Authority or a certificate of the Executive Director executed upon consultation with the Chairman (the "Certificate") duly adopted or executed, as applicable, prior to the authentication and the delivery upon original issuance of the ERB Project Note. Such Certificate may contain such other terms and provisions with respect to the ERB Project Note that are not established by the terms of the 2005 Project Note Resolution or by the terms hereof and that are not inconsistent with the provisions thereof or hereof provided that it is substantially consistent with the terms and conditions set forth in the application submitted by the Authority to the Local Finance Board in the Division of Local Government Services, New Jersey Department of Community Affairs in connection with the issuance of the ERB Project Note.

(2) Denomination and Place of Payment. The ERB Project Note shall be payable to the registered owner thereof, or registered assigns, at maturity upon presentation and surrender of the ERB Project Note at the principal corporate trust office of the Paying Agent. Interest on the ERB Project Note will be paid to the registered owner by check and such payment will be mailed by the Paying Agent to such Registered Owner 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 of and interest on the ERB Project Note shall be as provided in the 2005 Project Note Resolution.

(3) Form of ERB Project Note. The ERB Project Note shall be in substantially the form contained in Section 313 of the 2005 Project Note Resolution.

**Section 303. Application of ERB Project Note Proceeds.** The proceeds of the ERB Project Note, including accrued interest on such ERB Project Note, if any, and including any premium payable to the Authority thereon, if any, shall be applied simultaneously with the delivery of such ERB Project Note as directed by written order of the Chairman or Executive Director of the Authority.

**Section 304. Execution of ERB Project Note.** The ERB Project Note is hereby authorized to be executed in accordance with the provisions of Section 304 of the 2005 Project Note Resolution.

**Section 305. Authentication of ERB Project Note.** The ERB Project Note is hereby authorized to be authenticated in accordance with the provisions of Section 305 of the 2005 Project Note Resolution.

**Section 306. Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article VI of the 2005 Project Note Resolution, The Bank of New York Mellon, (the "Bank") is hereby appointed trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the ERB Project Note. 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 2005 Project Note Resolution.

**Section 307. Final Determination.** Any determination made by the Executive Director or his designee pursuant to the terms hereof shall be conclusively evidenced by the execution and attestation of the ERB Project Note by the parties authorized herein.

(End of Article III)

**ARTICLE IV****Miscellaneous**

**Section 401. Additional Acts.** The Chairman and any other officer of the Authority, and the staff and consultants of the Authority are hereby authorized to take all actions which are necessary or which are convenient to effectuate the terms of the Project Note Resolution in connection with the issuance, sale and delivery of the ERB Project Note; the Executive Director of the Authority is hereby further authorized to (i) execute and deliver, and the Secretary is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Executive Director or the Secretary, as applicable, in their respective sole discretion, after consultation with counsel and any advisors to the Authority and after further consultation with the NJIB and its representatives, agents, counsel and advisors, to be executed in connection the issuance and sale of the ERB Project Note and the participation of the Authority in the NJIB financing program, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Executive Director and the Secretary deem necessary, desirable or convenient in relation to the execution and delivery and issuance of the ERB Project Note and the participation of the Authority in the NJIB financing program

**Section 402. 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 ERB Project Note 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 ERB Project Note from gross income under the provisions of the Code.

**Section 403. Public Inspection.** A copy of this 2019 ERB Supplemental Resolution shall be available for public inspection at the offices of the Authority.

**Section 404. Certified Copies.** Upon the adoption hereof, the Secretary shall forward certified copies of this resolution to McManimon, Scotland & Baumann, LLC, bond counsel to the Authority, Executive Director of the NJIB, and bond counsel to the NJIB.

**Section 405. Printing.** The law firm of McManimon, Scotland & Baumann is hereby authorized to arrange for the printing of the Note, which law firm may authorize McCarter & English, LLP, bond counsel to the NJIB for the Construction Loan, to arrange for same.

**Section 406. Effective Date.** This 2019 ERB Supplemental Resolution shall take effect immediately.

(End of Article IV)

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

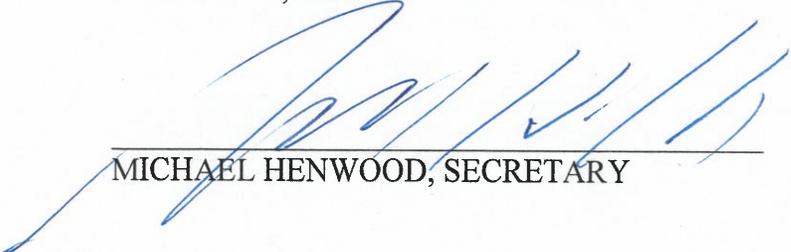
Moved by: *Commissioner DeLisio*

Seconded by: *Commissioner WARMS*

**RECORDED VOTE:**

COMMISSIONER	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Ronald Phillips, Chairman	X				
Louis J. DeLisio, Vice Chairman	X				
Catherine T. Bentz					X
Bruce Bonaventuro	X				
Daniel Gumble					X
Thomas S. Kelley					X
Peter C. Massa, Jr.	X				
Diane T. Testa	X				
Jon Warms	X				

I hereby certify the foregoing resolution to be a true and complete copy of a resolution adopted by the Bergen County Utilities Authority at its regular meeting duly called and held on December 19, 2019.

  
\_\_\_\_\_  
MICHAEL HENWOOD, SECRETARY

**EXHIBIT A**

The ERB Project description is as follows:

The 5 existing steel floating digester covers will be replaced with expanding dual membrane digester covers, providing in-situ gas storage capability. Installation of the membrane covers will require removal and relocation of the existing roof mounted digester gas flares due to their proximity to the existing digesters. The new flares will be installed in a new flare facility, located adjacent to the digester facility. While the digesters are out of service for cleaning, their internal structures will be inspected, and repairs, if needed, will be performed. Improvements to the existing digester facility process equipment are also included in the design scope of work. Specific scope items include replacement of the following: existing heat exchangers and sludge re-circulation pumps, sludge control valves, sludge transfer pumps, digester mixing systems, hot water transfer pumps, digester gas compressors and replacement/improvements to process instrumentation. All of the foregoing to include all work necessary and incidental thereto.

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the Bergen County Utilities Authority (the "Authority") is a county utilities authority organized and existing pursuant to the Municipal and County Utilities Authority Law, N.J.S.A. 40:14B-1 et seq. to provide the services enumerated in N.J.S.A. 40:14B-2 in the County of Bergen, including but not limited to sewage collection and disposal services and the relief of waters in or bordering the State from pollution arising from causes within the district and the relief of waters in, bordering or entering the district from pollution or threatened pollution on behalf of its constituent members; and

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

**WHEREAS**, The Fairways at Edgewood LLC (the "Developer"), a limited liability company organized and existing under the laws of the State of New Jersey, is the developer of a project (the "Project") on property located at 449 Rivervale Road, River Vale, New Jersey 07675 and which is designated as Block 201, Lot 6 on the official tax map of the Borough of River Vale (the "Property"); and

**WHEREAS**, the Developer is desirous of obtaining from the New Jersey Department of Environmental Protection (the "NJDEP") a Treatment Works Approval (the "TWA") for the Project, which TWA is a requirement for the issuance of construction permits for the Project; and

**WHEREAS**, the Developer is desirous of connecting to the Authority's services, which connection is necessary for the completion of the Project, and the Developer has requested that the Authority endorse its application to the NJDEP for the TWA; and

**WHEREAS**, the Authority and Developer each acknowledge and agree that the sewer connection fee to be paid by the Developer to the Authority for Developer's connection to the Authority's services is the sum of \$552,831.00 (the "Connection Fee"), as calculated based upon the rate established by Resolution 19-1-028 adopted May 23, 2019 by the Board of Commissioners of the Authority; and

**WHEREAS**, the Developer has requested that the Authority defer payment of the Connection Fee by the Developer to the Authority and the Developer has agreed to deliver to the Authority an irrevocable letter of credit in form acceptable to the Authority issued by a financial institution acceptable to the Authority naming the Authority as the

beneficiary thereof as and for security for future payment of the Connection Fee by Developer to the Authority; and

**WHEREAS**, the Authority and the Developer are desirous of entering into a written agreement (the "Agreement") memorializing the terms of their agreement concerning payment of the Connection Fee by Developer to the Authority and the endorsement by the Authority of Developer's application to the NJDEP for the TWA; and

**WHEREAS**, the Authority is desirous of resolving the aforementioned issues with Developer, involving but not limited to Developer providing security to the Authority for payment of the Connection Fee by Developer to the Authority, as is now set forth in greater detail in the Agreement.

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

1. The Executive Director, or his designee, shall be and is hereby authorized to execute the Agreement by and among the Authority and Developer providing for the scheduling of payment of the Connection Fee by Developer to the Authority and providing for Developer delivering to the Authority an appropriate letter of credit as and for security of the future payment of the Connection Fee and for endorsement of Developer's application to the NJDEP for the TWA, in the form acceptable to the Executive Director and satisfactory to the Authority as evidenced by his signature thereon.
2. A copy of this Resolution and a copy of the Agreement, entered into by the Authority pursuant to this Resolution, shall be placed on file and made available for public inspection in the office of the Executive Director upon execution by Developer and the Authority.
3. 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 December 19, 2019.

  
Michael Henwood, Secretary

**Dated:** December 19, 2019

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, in 1947, the Bergen County Utilities Authority (the "Authority"), known as that time as the Bergen County Sewerage Authority, was established by the Bergen County Board of Freeholders and chartered to clean-up polluted rivers and streams by replacing individual ineffective, costly, and outdated municipal wastewater treatment plants with a central, more modern, efficient, and effective treatment facility to be located in Little Ferry, New Jersey; and

**WHEREAS**, in 2007, in accordance with its charter, the Authority acquired the Edgewater wastewater treatment plant located at 520 River Road, Edgewater, New Jersey, from the Edgewater Municipal Utilities Authority (the "Edgewater MUA"); and

**WHEREAS**, the Edgewater MUA's New Jersey Pollutant Discharge Elimination System ("NJPDES") Surface Water Discharge Permit into the Hudson River required additional treatment for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the Edgewater MUA entered into a consent order with the New Jersey Department of Environmental Protection (the "NJDEP") including a compliance plan to achieve the additional treatment required for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the compliance plan required the extension of the existing outfall sewer from the Edgewater MUA wastewater treatment plant at the bulkhead, and more than one thousand (1,000) feet into the Hudson River to provide an adequate dilution and mixing zone resulting in additional treatment; and

**WHEREAS**, after acquiring the Edgewater MUA's wastewater treatment plant, now known as the Authority's Edgewater Water Pollution Control Facility (the "Edgewater WPCF"), the Authority assumed responsibility for the compliance plan for the outfall extension project; and

**WHEREAS**, based upon a value engineering study and report, the Authority ultimately determined that the outfall extension project is not the best and most cost efficient means of achieving compliance with the Authority's NJPDES Surface Water Discharge Permit for the Edgewater WPCF; and

**WHEREAS**, the value engineering report recommended the closure of the Edgewater WPCF and outfall sewer in favor of the construction of a wastewater pump station and force main project (the "Edgewater Sewage Force Main Project"), resulting in the pumping of wastewater from the Edgewater WPCF influent pumping station to the Little Ferry Water Pollution Control Facility (the "Little Ferry WPCF") collection system; and

**WHEREAS**, in furtherance of the Authority providing essential services, and in furtherance of the Edgewater Sewage Force Main Project, the Board of Commissioners of the Authority, by Resolution 14-2-063 adopted December 18, 2014, appointed Neglia Engineering Associates to serve as Land Surveying Engineer to the Authority for the Edgewater Sewage Force Main Project for the duration of the project or until a successor is selected or at the pleasure of the Authority, whichever shall first occur or be exercised; and

**WHEREAS**, Resolution 14-2-063 Authorized the Chairman of the Board of Commissioners of the Authority to execute an agreement by and between the Authority and Neglia Engineering Associates (the "Agreement") memorializing the services to be provided by Neglia Engineering Associates to the Authority as Land Surveying Engineer for the Edgewater Sewage Force Main Project and providing the budget for compensation to be paid by the Authority to Neglia Engineering Associates for the providing of those services, pursuant to which payment is not to exceed the total sum of \$163,270.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, the Agreement was executed by and on behalf of the Authority and Neglia Engineering Associates on January 1, 2015; and

**WHEREAS**, Neglia Engineering Associates, since the commencement of the term of the Agreement, has continued to provide significant necessary and valuable professional services to the Authority under the Agreement, resulting in the Board of Commissioners of the Authority, by Resolution 16-2-061 adopted September 22, 2016, authorizing the Chairman of the Board of Commissioners to modify the Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates under the Agreement in the amount of \$204,185.00, resulting in an amended Agreement compensation budget in the total sum of \$367,455.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, since the adoption of Resolution 16-2-061 by the Board of Commissioners on September 22, 2016, Neglia Engineering Associates continued to provide significant necessary and valuable professional services to the Authority on an as-requested basis under the Agreement, continuing to serve as the Authority's Land Surveying Engineer for the Edgewater Sewage Force Main Project since the commencement of the term of the Agreement, which tasks included:

- Deed and title document review;
- Boundary analysis based on new documents received;
- Field reconnaissance for additional evidence based on new documents received;
- Continued project coordination and management;
- Project meetings (as required);
- Update and finalize wetlands report;
- Finalize parcel maps/Additional HDD easements;
- Finalize parcel descriptions;

- Prepare baseline and survey control plan in accordance with correct proposed alignment; and
- Finalize overall aerial mapping and cross-section plans to incorporate updated boundary and field located information;

; and

**WHEREAS**, by Resolution 17-2-043, adopted June 22, 2017, the Board of Commissioners of the Authority authorized the Chairman of the Board of Commissioners to modify the Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates under the Agreement by the amount of \$105,000.00, resulting in an amended Agreement compensation budget in the total sum of \$472,455.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, Neglia Engineering Associates, operating under the Agreement subsequent to the adoption of Resolution 17-2-043, continued to provide significant necessary and valuable services to the Authority as Land Surveying Engineer for the Edgewater Sewage Force Main Project and, by written correspondence dated September 12, 2017, Neglia Engineering Associates advised the Authority that, due to the recent amendment of the proposed force-main route, Neglia Engineering Associates would be required to provide additional services to the Authority as Land Surveying Engineer to the Authority for the Edgewater Sewage Force Main Project, including providing additional aerial mapping, provide a bathymetric survey of creek crossings, provide additional utility designation services, provide on-ground topographic survey to supplement the additional aerial mapping, delineate existing wetlands and state open waters and review title report data and prepare easement drawings and written descriptions for the new properties included in the amended proposed force-main route; and

**WHEREAS**, Neglia Engineering Associates, by the September 12, 2017 written correspondence, requested that the Authority increase the compensation budget provided for by the Agreement by the total sum of \$85,000.00, resulting in an amended Agreement compensation budget of an amount not to exceed the total sum of \$557,955.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, by Resolution 17-2-065, adopted September 28, 2017, the Board of Commissioners of the Authority authorized the Chairman of the Board of Commissioners to modify the Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates under the Agreement by the amount of \$85,000.00, resulting in an amended Agreement compensation budget in the total sum of \$557,955.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, following adoption of Resolution 17-2-065 by the Board of Commissioners, the Authority identified services that Neglia Engineering Associates was continuing to provide as part of the Edgewater Sewage Force Main Project as well as additional services which the Authority had requested that Neglia Engineering Associates

include in the scope of work to be completed by Neglia Engineering Associates pursuant to the Agreement as part of the Edgewater Sewage Force Main Project and Neglia Engineering Associates, operating under the Agreement, continued to provide these significant necessary and valuable surveying and engineering services to the Authority as Land Surveying Engineer for the Edgewater Sewage Force Main Project; and

**WHEREAS**, by written correspondence dated August 7, 2018, Neglia Engineering Associates advised the Authority that in order for Neglia Engineering Associates to complete the continuing and additional tasks as identified and requested by the Authority to be included in the scope of work to be completed by Neglia Engineering Associates as part of the Edgewater Sewage Force Main Project, Neglia Engineering Associates required the compensation budget provided for by the Agreement to be increased by the total sum of \$60,000.00, resulting in an amended Contract compensation budget of an amount not to exceed the total sum of \$617,955.00; and

**WHEREAS**, by Resolution 18-2-054 adopted August 23, 2018, the Board of Commissioners of the Authority authorized the Chairman of the Board of Commissioners to modify the Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates under the Agreement by the amount of \$60,000.00, resulting in an amended Agreement compensation budget in the total sum of \$617,955.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, by written correspondence dated December 12, 2019, Neglia Engineering Associates advised the Authority that in order for Neglia Engineering Associates to complete all work as identified and requested by the Authority to be included in the scope of work to be completed by Neglia Engineering Associates under the Agreement as part of the Edgewater Sewage Force Main Project, Neglia Engineering Associates required the compensation budget provided for by the Agreement to be increased by the total sum of \$9,300.00, resulting in an amended Contract compensation budget of an amount not to exceed the total sum of \$627,255.00; and

**WHEREAS**, the Authority's Director of Engineering has determined that Neglia Engineering Associates has performed all services under the Agreement in an effective and efficient manner and further determined that the work completed by Neglia Engineering Associates under the Agreement as part of the Edgewater Sewage Force Main Project is essential to the proper and effective operation of the Authority's Water Pollution Control Division and critical to the health, welfare and safety of the ratepayers and employees of the Authority and necessary for the completion of the Edgewater Sewer Force Main Project; and

**WHEREAS**, the Authority's Director of Engineering has reviewed the December 12, 2019 written correspondence of Neglia Engineering Associates, including the request of Neglia Engineering Associates to increase the compensation budget under the Agreement for the total compensation to be paid by the Authority to Neglia Engineering Associates for services provided by Neglia Engineering Associates to the Authority pursuant to the Agreement, and based upon the above determinations and his review of the December

12, 2019 written correspondence of Neglia Engineering Associates, the Authority's Director of Engineering has concluded and recommended that the Authority should amend the Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates pursuant to the Agreement in the total sum of \$9,300.00, resulting in an amended compensation budget under the Agreement in an amount not to exceed the total sum of \$627,255.00 without further approval of the Board of Commissioners of the Authority; and

**WHEREAS**, the Authority's Acting Treasurer has certified that funds are available for the modification of the Agreement pursuant to this Resolution.

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

1. The Agreement entered into by and between the Authority and Neglia Engineering Associates shall be and is hereby modified by the Authority and the Agreement shall be modified to provide that the compensation to be paid by the Authority pursuant thereto shall be increased in the amount of \$9,300.00 in order to fund the completion of the work to be performed by Neglia Engineering Associates under the Agreement and the total amount of compensation to now be paid by the Authority to Neglia Engineering Associates pursuant to the modified Agreement for the Edgewater Sewer Force Main Project shall not exceed the total sum of \$627,255.00 without further approval of the Board of Commissioners of the Authority.

2. The Chairman of the Authority shall be and is hereby authorized to execute an agreement by and among the Authority and Neglia Engineering Associates, modifying the Agreement as approved and authorized by this Resolution, in the form acceptable to the Chairman, and satisfactory to the Authority as evidenced by the Chairman's signature thereon.

3. A copy of this Resolution, and the agreement modifying the Agreement with Neglia Engineering Associates for the Edgewater Sewer Force Main Project pursuant to this Resolution, along with a copy of the written correspondence dated December 12, 2019 submitted by Neglia Engineering Associates to the Authority, shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by Neglia Engineering Associates and the Authority.

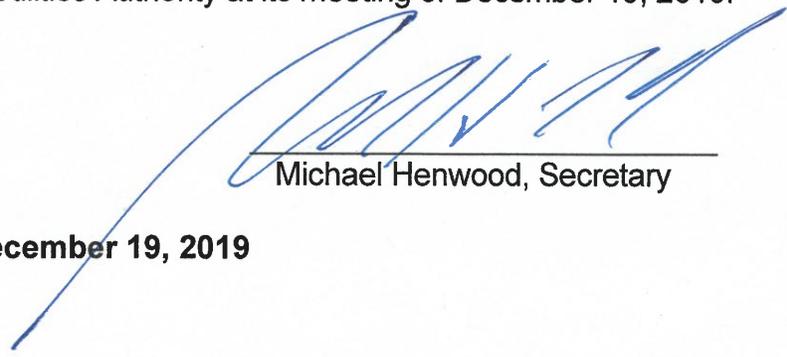
4. The Acting Treasurer's Certification that funds are available shall be maintained on file at the Authority.

5. A notice of this modification of the Agreement 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).

**19-2-094**

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of December 19, 2019.



Michael Henwood, Secretary

**Dated: December 19, 2019**

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 12/19/2019

RESOLUTION #: 19-2-094

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

CONSTRUCTION COSTS TO BE REIMBURSED  
W-000-11960-000

VENDOR

NEGLIA ENGINEERING ASSOCIATES

CONTRACT NUMBER

E14121801

REASON

INCREASE IN THE PROFESSIONAL SERVICES NEEDS  
OF THE AUTHORITY FOR LAND SURVEYING ENGINEER  
FOR THE EDGEWATER SEWAGE FORCE MAIN PROJECT

AMOUNT

\$9,300.00

CONTRACT LENGTH

TO COMPLETION

*Matthew Carter*  
ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, in 1947, the Bergen County Utilities Authority (the "Authority"), known as that time as the Bergen County Sewerage Authority, was established by the Bergen County Board of Freeholders and chartered to clean-up polluted rivers and streams by replacing individual ineffective, costly, and outdated municipal wastewater treatment plants with a central, more modern, efficient, and effective treatment facility to be located in Little Ferry, New Jersey; and

**WHEREAS**, in 2007, in accordance with its charter, the Authority acquired the Edgewater wastewater treatment plant located at 520 River Road, Edgewater, New Jersey, from the Edgewater Municipal Utilities Authority (the "Edgewater MUA"); and

**WHEREAS**, the Edgewater MUA's New Jersey Pollutant Discharge Elimination System ("NJPDES") Surface Water Discharge Permit into the Hudson River required additional treatment for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the Edgewater MUA entered into a consent order with the New Jersey Department of Environmental Protection (the "NJDEP") including a compliance plan to achieve the additional treatment required for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the compliance plan required the extension of the existing outfall sewer from the Edgewater MUA wastewater treatment plant at the bulkhead, and more than one thousand (1,000) feet into the Hudson River to provide an adequate dilution and mixing zone resulting in additional treatment; and

**WHEREAS**, after acquiring the Edgewater MUA's wastewater treatment plant, now known as the Authority's Edgewater Water Pollution Control Facility (the "Edgewater WPCF"), the Authority assumed responsibility for the compliance plan for the outfall extension project; and

**WHEREAS**, based upon a value engineering study and report, the Authority ultimately determined that the outfall extension project is not the best and most cost efficient means of achieving compliance with the Authority's NJPDES Surface Water Discharge Permit for the Edgewater WPCF; and

**WHEREAS**, the value engineering report recommended the closure of the Edgewater WPCF and outfall sewer in favor of the construction of a wastewater pump station and force main project (the "**Edgewater Sewage Force Main Project**"), resulting in the pumping of wastewater from the Edgewater WPCF influent pumping station to the Little Ferry Water Pollution Control Facility (the "Little Ferry WPCF") collection system; and

**WHEREAS**, in furtherance of the Authority providing essential services, and in furtherance of the **Edgewater Sewage Force Main Project**, the Board of Commissioners of the Authority, by Resolution 14-2-063 adopted December 18, 2014, appointed Neglia Engineering Associates to serve as Land Surveying Engineer to the Authority for the **Edgewater Sewage Force Main Project** for the duration of the project or until a successor is selected or at the pleasure of the Authority, whichever shall first occur or be exercised; and

**WHEREAS**, Resolution 14-2-063 Authorized the Chairman of the Board of Commissioners of the Authority to execute an agreement by and between the Authority and Neglia Engineering Associates (the "2014 Agreement") memorializing the services to be provided by Neglia Engineering Associates to the Authority as Land Surveying Engineer for the **Edgewater Sewage Force Main Project** and providing the budget for compensation to be paid by the Authority to Neglia Engineering Associates for the providing of those services; and

**WHEREAS**, the 2014 Agreement was executed by and on behalf of the Authority and Neglia Engineering Associates on January 1, 2015; and

**WHEREAS**, Neglia Engineering Associates, since the commencement of the term of the 2014 Agreement, provided significant necessary and valuable professional services to the Authority under the 2014 Agreement, resulting in the Board of Commissioners of the Authority adopting Resolutions modifying the 2014 Agreement by increasing the budget for compensation to be paid by the Authority to Neglia Engineering Associates under the 2014 Agreement; and

**WHEREAS**, the 2014 Agreement was terminated by the Authority by Resolution 19-2-094 adopted December 19, 2019 by the Board of Commissioners of the Authority; and

**WHEREAS**, the Authority continues to require the services of a land surveying engineer licensed by the State of New Jersey to provide such professional services to the Authority in support of the preliminary design portion of the **Edgewater Sewage Force Main Project**; and

**WHEREAS**, said land surveying 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. as **Neglia Engineering Associates** previously responded to the Authority's publicly advertised "Request for Qualifications" and was qualified as competent to provide consulting engineering and construction management

services by Resolution 19-2-001 adopted January 24, 2019 by the Commissioners of the Authority; and

**WHEREAS**, based on **Neglia Engineering Associates'** Statement of Qualifications and prior history, the Authority issued a Request for Proposal providing a scope of work for the providing of additional land surveying services required for the completion of the preliminary design phase portion of the **Edgewater Sewage Force Main Project**; and

**WHEREAS**, **Neglia Engineering Associates** has submitted to the Authority a written proposal dated December 12, 2019 (the "Proposal") to provide the aforesaid professional land surveying services for the **Edgewater Sewage Force Main Project**, including the scope of services to be provided for an amount not to exceed the total sum of **\$85,000.00**, as is more fully set forth and contained in the Proposal, which Proposal has been reviewed and determined to be fair and reasonable by the Director of Engineering of the Authority; and

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

**WHEREAS**, **Neglia Engineering Associates** previously provided to the Authority a Certificate of Liability Insurance naming the Authority as additional insured, New Jersey Business Registration Certificate, Ownership Disclosure Statement, Affirmative Action Compliance Notice and Certificate of Employee Information Report; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for the efficient operation of the Authority to retain the services of **Neglia Engineering Associates** to serve as **Land Surveying Engineer** to the Authority for the **Edgewater Sewage Force Main Project**; and

**WHEREAS**, the Authority desires to appoint and retain the services of **Neglia Engineering Associates** to serve as **Land Surveying Engineer** for the **Edgewater Sewage Force Main Project** for an amount not to exceed the total sum of **\$85,000.00**; 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 Acting Treasurer 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. **Neglia Engineering Associates** shall be and is hereby appointed to serve as **Land Surveying Engineer** to the Authority for the **Edgewater Sewage Force Main Project** for an amount not to exceed the total sum of **\$85,000.00** without further action by the Board of Commissioners of the Authority.

2. The Chairman shall be and is hereby authorized to execute a contract, similar in form and substance to the contract 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 contract retaining **Neglia Engineering Associates** as **Land Surveying Engineer** for the **Edgewater Sewage Force Main Project** as approved and authorized by this Resolution shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by **Neglia Engineering Associates** and the Authority.

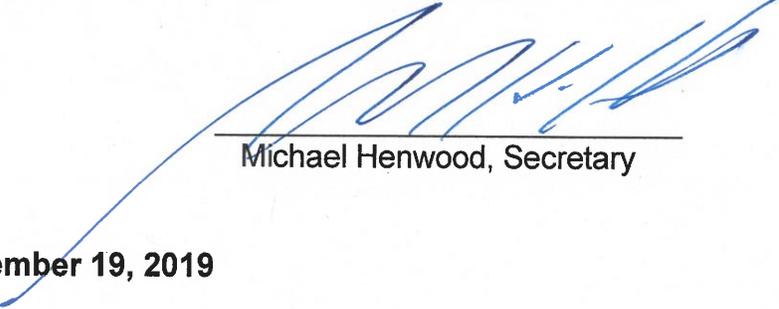
4. The total amount authorized to be paid by the Authority to **Neglia Engineering Associates** pursuant to the contract herein awarded for the **Edgewater Sewage Force Main Project** shall not exceed the total sum of **\$85,000.00** without further action by the Board of Commissioners.

5. The Acting Treasurer'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 December 19, 2019.



Michael Henwood, Secretary

**Dated: December 19, 2019**

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 12/19/2019  
RESOLUTION #: 19-2-095

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 CONSTRUCTION COSTS TO BE REIMBURSED  
W-000-11960-000

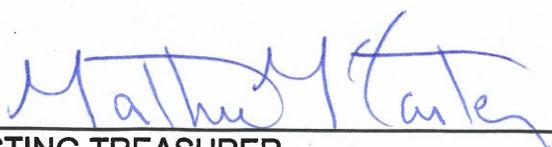
VENDOR NEGLIA ENGINEERING ASSOCIATES

CONTRACT NUMBER 19121901

REASON LAND SURVEYING ENGINEER TO THE AUTHORITY  
FOR THE EDGEWATER SEWAGE FORCE MAIN PROJECT

AMOUNT \$85,000.00

CONTRACT LENGTH TO COMPLETION

  
\_\_\_\_\_  
ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, in 1947, the Bergen County Utilities Authority (the "Authority"), known as that time as the Bergen County Sewerage Authority, was established by the Bergen County Board of Freeholders and chartered to clean-up polluted rivers and streams by replacing individual ineffective, costly, and outdated municipal wastewater treatment plants with a central, more modern, efficient, and effective treatment facility to be located in Little Ferry, New Jersey; and

**WHEREAS**, in 2007, in accordance with its charter, the Authority acquired the Edgewater wastewater treatment plant located at 520 River Road, Edgewater, New Jersey, from the Edgewater Municipal Utilities Authority (the "Edgewater MUA"); and

**WHEREAS**, the Edgewater MUA's New Jersey Pollutant Discharge Elimination System ("NJPDES") Surface Water Discharge Permit into the Hudson River required additional treatment for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the Edgewater MUA entered into a consent order with the New Jersey Department of Environmental Protection (the "NJDEP") including a compliance plan to achieve the additional treatment required for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the compliance plan required the extension of the existing outfall sewer from the Edgewater MUA wastewater treatment plant at the bulkhead, and more than one thousand (1,000) feet into the Hudson River to provide an adequate dilution and mixing zone resulting in additional treatment; and

**WHEREAS**, after acquiring the Edgewater MUA's wastewater treatment plant, now known as the Authority's Edgewater Water Pollution Control Facility (the "Edgewater WPCF"), the Authority assumed responsibility for the compliance plan for the outfall extension project; and

**WHEREAS**, based upon a value engineering study and report, the Authority ultimately determined that the outfall extension project is not the best and most cost efficient means of achieving compliance with the Authority's NJPDES Surface Water Discharge Permit for the Edgewater WPCF; and

**WHEREAS**, the value engineering report recommended the closure of the Edgewater WPCF and outfall sewer in favor of the construction of a wastewater pump station and force main project (the "**Edgewater Sewage Force Main Project**"), resulting in the pumping of wastewater from the Edgewater WPCF influent pumping station to the Little Ferry Water Pollution Control Facility (the "Little Ferry WPCF") collection system; and

**WHEREAS**, in furtherance of the Authority providing essential services, and in furtherance of the **Edgewater Sewage Force Main Project**, the Board of Commissioners of the Authority, by Resolution 15-2-058 adopted September 24, 2015, appointed **Alaimo Group** to provide **Preliminary Design Phase Services** to the Authority for the **Edgewater Sewage Force Main Project** for the duration of the project or until a successor is selected or at the pleasure of the Authority, whichever shall first occur or be exercised; and

**WHEREAS**, Resolution 15-2-058 Authorized the Chairman of the Board of Commissioners of the Authority to execute an agreement by and between the Authority and **Alaimo Group** (the "2015 Agreement") memorializing the **Preliminary Design Phase Services** to be provided by **Alaimo Group** to the Authority for the **Edgewater Sewage Force Main Project** and providing the budget for compensation to be paid by the Authority to **Alaimo Group** for the providing of those services; and

**WHEREAS**, the 2015 Agreement was executed by and on behalf of the Authority and **Alaimo Group** on September 24, 2015; and

**WHEREAS**, **Alaimo Group**, since the commencement of the term of the 2015 Agreement, provided significant necessary and valuable professional engineering services to the Authority under the 2015 Agreement, resulting in the Board of Commissioners of the Authority adopting Resolutions modifying the 2015 Agreement by increasing the budget for compensation to be paid by the Authority to **Alaimo Group** under the 2015 Agreement; and

**WHEREAS**, the Authority continues to require professional engineering services, to be provided by an engineer licensed by the State of New Jersey to provide such professional services to the Authority, in support of the preliminary design portion of the **Edgewater Sewage Force Main Project**; and

**WHEREAS**, said professional 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 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. as **Alaimo Group** previously responded to the Authority's publicly advertised "Request for Qualifications" and was qualified as competent to provide consulting engineering and construction management services by Resolution 19-2-001 adopted January 24, 2019 by the Commissioners of the Authority; and

**WHEREAS**, based on **Alaimo Groups'** Statement of Qualifications and prior history, the Authority issued a Request for Proposal providing a scope of work for the providing of **Final Preliminary Design Phase Services** required for the completion of

the preliminary design phase portion of the **Edgewater Sewage Force Main Project**; and

**WHEREAS, Alaimo Group** has submitted to the Authority a written proposal dated December 13, 2019 (the "Proposal") to provide the aforesaid **Final Preliminary Design Phase Services** for the **Edgewater Sewage Force Main Project**, including the scope of services to be provided for an amount not to exceed the total sum of **\$183,540.00**, as is more fully set forth and contained in the Proposal, which Proposal has been reviewed and determined to be fair and reasonable by the Director of Engineering of the Authority; and

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

**WHEREAS, Alaimo Group** previously provided to the Authority a Certificate of Liability Insurance naming the Authority as additional insured, New Jersey Business Registration Certificate, Ownership Disclosure Statement, Affirmative Action Compliance Notice and Certificate of Employee Information Report; and

**WHEREAS,** the Authority has determined, based upon the foregoing, that it is necessary for the efficient operation of the Authority to retain the services of **Alaimo Group** to provide **Final Preliminary Design Phase Services** to the Authority for the **Edgewater Sewage Force Main Project**; and

**WHEREAS,** the Authority desires to appoint and retain the services of **Alaimo Group** to provide **Final Preliminary Design Phase Services** for the **Edgewater Sewage Force Main Project** for an amount not to exceed the total sum of **\$183,540.00**; 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 Acting Treasurer 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. **Alaimo Group** shall be and is hereby appointed to provide **Final Preliminary Design Phase Services** to the Authority for the **Edgewater Sewage Force Main Project** for an amount not to exceed the total sum of **\$183,540.00** without further action by the Board of Commissioners of the Authority.

2. The Chairman shall be and is hereby authorized to execute a contract, similar in form and substance to the contract 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 contract retaining **Alaimo Group** to provide **Final Preliminary Design Phase Services** to the Authority for the **Edgewater Sewage Force Main Project** as approved and authorized by this Resolution shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by **Alaimo Group** and the Authority.

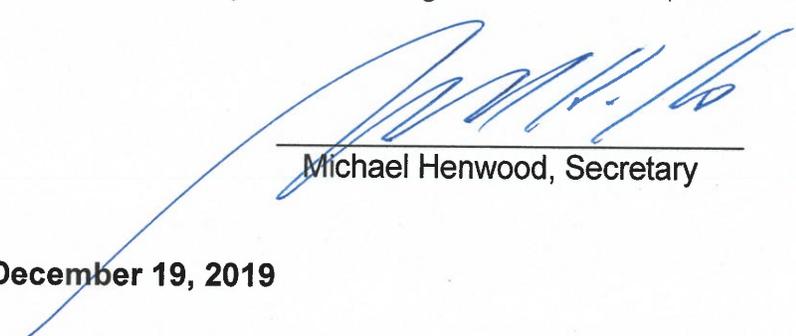
4. The total amount authorized to be paid by the Authority to **Alaimo Group** pursuant to the contract herein awarded for the **Edgewater Sewage Force Main Project** shall not exceed the total sum of **\$183,540.00** without further action by the Board of Commissioners.

5. The Acting Treasurer'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 December 19, 2019.



\_\_\_\_\_  
Michael Henwood, Secretary

Dated: December 19, 2019

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 12/19/2019

RESOLUTION #: 19-2-096

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 CONSTRUCTION COSTS TO BE REIMBURSED  
W-000-11960-000

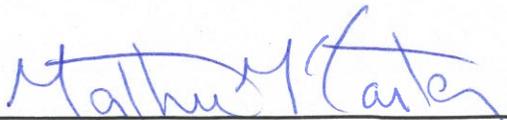
VENDOR ALAIMO GROUP

CONTRACT NUMBER 19121902

REASON FINAL PRELIMINARY DESIGN PHASE SERVICES  
FOR THE EDGEWATER SEWAGE FORCE MAIN PROJECT

AMOUNT \$183,540.00

CONTRACT LENGTH TO COMPLETION

  
ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, in 1947, the Bergen County Utilities Authority (the "Authority"), known as that time as the Bergen County Sewerage Authority, was established by the Bergen County Board of Freeholders and chartered to clean-up polluted rivers and streams by replacing individual ineffective, costly, and outdated municipal wastewater treatment plants with a central, more modern, efficient, and effective treatment facility to be located in Little Ferry, New Jersey; and

**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 Authority plays an important role in providing these essential services 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**, in 2007, in accordance with its charter and in furtherance of providing these essential services, the Authority acquired from the Edgewater Municipal Utilities Authority (the "Edgewater MUA") the Edgewater wastewater treatment facility known as the Edgewater Water Pollution Control Facility ("Edgewater WPCF") located at 520 River Road, Edgewater Borough, Bergen County, New Jersey and the Authority continues to own and operate the Edgewater WPCF; and

**WHEREAS**, the Edgewater MUA's New Jersey Pollutant Discharge Elimination System ("NJPDES") Surface Water Discharge Permit into the Hudson River required additional treatment for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the Edgewater MUA entered into a consent order with the New Jersey Department of Environmental Protection (the "NJDEP") including a compliance plan to achieve the additional treatment required for the pollutants copper, zinc, and summer and winter ammonia; and

**WHEREAS**, the compliance plan required the extension of the existing outfall sewer from the Edgewater MUA wastewater treatment plant at the bulkhead, and more than one thousand (1,000) feet into the Hudson River to provide an adequate dilution and mixing zone resulting in additional treatment; and

**WHEREAS**, after acquiring the Edgewater WPCF, the Authority assumed responsibility for the compliance plan for the outfall extension project; and

**WHEREAS**, in order to achieve compliance with the Copper, Ammonia-Nitrogen and Zinc effluent limitations, the Edgewater WPCF originally proposed to

19-2-097

extend the outfall to provide sufficient mixing/dilution but due to unforeseen difficulties obtaining permits necessary to construct the extended outfall, specifically the denial by the Army Corps of Engineers of the request of the Authority for the issuance of a permit to extend the outfall further and deeper into the Hudson River, the Authority has proposed an alternative to convert the Edgewater WPCF into a sewage pumping station, construct a sanitary sewage force main extending from the Edgewater WPCF to the Little Ferry Water Pollution Control Facility (the "Little Ferry WPCF"), which is another facility owned and operated by the Authority located at the Foot of Mehrhof Road, Borough of Little Ferry, Bergen County, New Jersey, and the Authority would then close the Edgewater WPCF and direct all wastewater to the Little Ferry WPCF for treatment (the "Edgewater WPCF Project"); and

**WHEREAS**, the NJDEP has notified the Authority that it is the position of the NJDEP that the Edgewater WPCF may violate the New Jersey Water Pollution Control Act, N.J.S.A. 58:10A-1 et seq. ("Act") and the regulations promulgated pursuant thereto, specifically N.J.A.C. 7:14A-1 et seq., if it is not permitted to extend the outfall further and deeper into the Hudson River; and

**WHEREAS**, on March 3, 2015, a meeting was conducted with representatives of the Authority and the NJDEP to discuss the proposal of the elimination of the Edgewater WPCF consistent with the Edgewater WPCF Project; and

**WHEREAS**, as a result of the March 3, 2015 meeting and due to the Army Corps of Engineers denying the Authority a permit to extend the outfall into the Hudson River, the NJDEP entered into an Administrative Consent Order (the "2015 ACO") with the Authority on May 29, 2015 in order to memorialize an engineering and construction schedule for the Edgewater WPCF Project and provide for Interim Enforcement Effluent Limitations for Copper, Ammonia-Nitrogen and Zinc; and

**WHEREAS**, the wastewater flows from the Edgewater WPCF are now proposed to be treated in a more efficient, effective, and cost effective manner at the Authority's Little Ferry WPCF; and

**WHEREAS**, as part of the Edgewater WPCF Project, the Authority previously determined that it required the completion of an investigation of the integrity of an existing tunnel ("Tunnel Integrity Assessment Services") in which the sanitary sewer force main to proposed to be constructed as part of the Edgewater WPCF Project; and

**WHEREAS**, Resolution 18-2-042, adopted June 28, 2018 by the Board of Commissioners of the Authority, appointed Alaimo Group, the Authority's General Consulting Engineer, to perform those Tunnel Integrity Assessment Services for the Authority as part of the Edgewater WPCF Project; and

19-2-097

**WHEREAS**, Resolution 18-2-042 authorized the Chairman to execute a contract with Alaimo Group for the providing of the Tunnel Integrity Assessment Services to the Authority as part of the Edgewater WPCF Project (the "Tunnel Integrity Contract"); and

**WHEREAS**, subsequent to the adoption of Resolution 18-2-042 by the Board of Commissioners of the Authority, the Authority determined that the Tunnel Integrity Assessment Services to be performed by Alaimo Group pursuant to the Tunnel Integrity Contract were no longer required to be performed by Alaimo Group as the Authority determined there were more efficient means, at a cost savings to the Authority's ratepayers, to complete these services as part of the Edgewater WPCF Project; and

**WHEREAS**, as the Authority no longer requires Alaimo Group to perform the Tunnel Integrity Assessment Services, and as Alaimo Group has not performed any services on behalf of the Authority pursuant to the Tunnel Integrity Contract, the Authority now seeks to rescind Resolution 18-2-042 adopted June 28, 2018 and thereby also rescind the Tunnel Integrity Contract; and

**WHEREAS**, the adoption of this Resolution is necessary for the continuing efficient operation of the Authority.

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

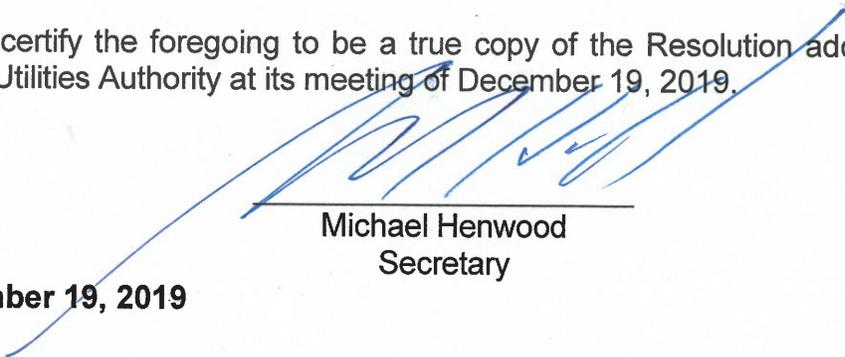
1. Resolution 18-2-042 adopted June 28, 2018 and the Tunnel Integrity Contract shall each be and each hereby are rescinded and the prior appointment of Alaimo Group to perform Tunnel Integrity Assessment Services for the Authority as part of the Edgewater WPCF Project shall have no further effect.

2. A copy of this Resolution shall be placed on file and made available for public inspection in the Office of the Executive Director.

3. A notice of the adoption of this Resolution shall be published in the form prescribed by law.

4. 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 December 19, 2019.



Michael Henwood  
Secretary

**Dated: December 19, 2019**

## BERGEN COUNTY UTILITIES AUTHORITY RESOLUTION

**WHEREAS**, the Bergen County Utilities Authority (the "Authority") is a county utilities authority organized and existing pursuant to the Municipal and County Utilities Authority Law, N.J.S.A. 40:14B-1 et seq. to provide the services enumerated in N.J.S.A. 40:14B-2 in the County of Bergen, including but not limited to sewage collection and disposal services and the relief of waters in or bordering the State from pollution arising from causes within the district and the relief of waters in, bordering or entering the district from pollution or threatened pollution on behalf of its constituent members; and

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

**WHEREAS**, the Authority, pursuant to N.J.S.A. 40A:11-12(a) and N.J.S.A. 52:34-6.2, is authorized to purchase goods and contract for services through the use of a New Jersey State Approved Co-op and accepted cooperative purchasing agreement that has been developed utilizing a competitive bidding process by another contracting unit within the State of New Jersey, when available, for its administration; and

**WHEREAS**, the Authority is a member of the North Jersey Wastewater Cooperative Pricing System (the "NJWCPS"), allowing the Authority to participate in the NJWCPS to purchase goods and contract for services, making the procurement process more efficient and providing cost savings to the Authority and its ratepayers; and

**WHEREAS**, the Authority currently has the need to **Rebuild and Repair Pumps** in order to ensure the necessary and efficient operations of the Authority; and

**WHEREAS**, the NJWCPS previously designated NJWCPS **Contract No. B200-11** as a Cooperative Pricing System contract with the lead agency being Passaic Valley Sewerage Commission; and

**WHEREAS**, **Precision Electric Motor Works, Inc.** of 14 Sebago Street, Clifton, New Jersey, 07013, was previously awarded NJWCPS **Contract No. B200-11** for **Various Manufacturer Pumps and Motors-Repair and Replacement and Installation**; and

**WHEREAS**, the Authority, as a member of the NJWCPS, is able to participate therein and engage **Precision Electric Motor Works, Inc.** to **Rebuild and Repair Pumps** under

19-2-098

NJWCPS **Contract No. B200-11**, for the total sum of **\$39,120.00** as set forth and contained in the written proposals dated September 25, 2019, November 8, 2019, November 13, 2019, and November 19, 2019 submitted to the Authority by **Precision Electric Motor Works, Inc.**; and

**WHEREAS**, the Authority's Director of Water Pollution Control has reviewed the quotes provided to the Authority by **Precision Electric Motor Works, Inc.** and has recommended that it would be advantageous to the Authority, and result in a cost savings to the Authority and its ratepayers, for the Authority to engage **Precision Electric Motor Works, Inc.** through **NJWCPS Contract No. B200-11** to provide the necessary services to **Rebuild and Repair Pumps** for an amount not to exceed the total sum of **\$39,120.00**, as set forth and contained in the written proposal dated September 25, 2019, November 8, 2019, November 13, 2019, and November 19, 2019 submitted to the Authority by **Precision Electric Motor Works, Inc.** and in accordance with the terms of **NJWCPS Contract No. B200-11**; and

**WHEREAS**, **NJWCPS Contract No. B200-11** meets the fair and open process requirements of N.J.S.A. 19:44A-20.4 et seq.; and

**WHEREAS**, the Authority's Acting Treasurer has certified that funds are available for this purpose; and

**WHEREAS**, the 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 Executive Director, or his designee, shall be and is hereby authorized to execute a purchase order, or purchase orders as may be required, to **Rebuild and Repair Pumps** for an amount not to exceed the total sum of **\$39,120.00**, as set forth and contained in the written proposals dated September 25, 2019, November 8, 2019, November 13, 2019, and November 19, 2019 submitted to the Authority by **Precision Electric Motor Works, Inc.** and in accordance with the terms of **NJWCPS Contract No. B200-11**.

2. The Authority shall be responsible to ensure that that goods and/or services procured through the NJWCPS pursuant to this Resolution comply with all applicable provisions of the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq., and all other provisions of the revised statutes of the State of New Jersey.

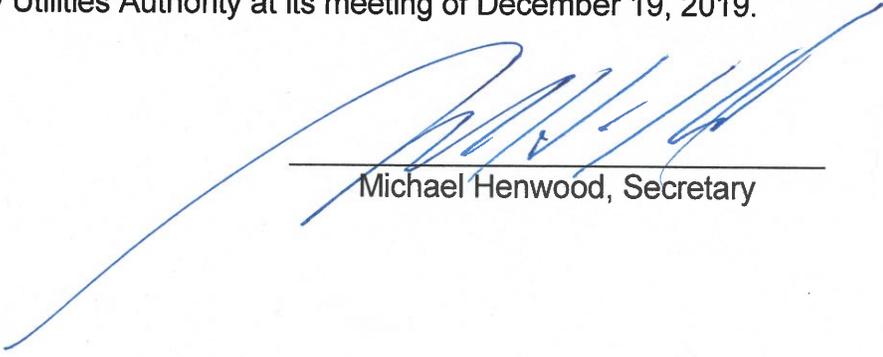
3. A copy of this Resolution, a copy of the Certificate of Membership issued by the NJWCPS to the Authority and a copy of any contract(s) entered into by the Authority pursuant to this Resolution shall be placed on file and made available for public inspection in the office of the Executive Director.

**19-2-098**

4. The Acting Treasurer'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 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 December 19, 2019.



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Michael Henwood, Secretary

**Dated: December 19, 2019**

**19-2-098**

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 12/19/2019  
RESOLUTION #: 19-2-098

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

FUNDS AVAILABLE	<u>X</u>
FUNDS ARE NOT AVAILABLE	<u></u>
BUDGET ACCOUNT	<u>PUMPS</u> <u>W-550-61300-000</u>
VENDOR	<u>PRECISION ELECTRIC MOTOR WORKS, INC.</u>
CONTRACT NUMBER	<u>NJWCPS CONTRACT NO. B200-11</u>
REASON	<u>REBUILD &amp; REPAIR PUMPS</u>
AMOUNT	<u>\$39,120.00</u>
CONTRACT LENGTH	<u>TO COMPLETION</u>

Matthew Carter  
ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**BE IT RESOLVED** by the Commissioners of the Bergen County Utilities Authority that for FY/CY 2020 the Non-Bargaining Unit employees of the Authority shall be provided with a Two (2) percent increase in base salary together with all benefits as provided to all bargaining unit employees effective January 1, 2020.

**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 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 December 19, 2019.



Michael Henwood  
Board Secretary

**DATED:** December 19, 2019

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, P.L. 2007, c. 311 et seq. provides for the awarding of Recycling Enhancement Tax entitlements by the Department of Environmental Protection to designate solid waste management districts to assist them in the preparation, revision and implementation of comprehensive solid waste management recycling plans; and

**WHEREAS**, The Bergen County Utilities Authority (the "Authority"), as planning and implementing agency for the Bergen County Solid Waste Management District, has made application for such financial assistance; and

**WHEREAS**, the application made by the Authority on behalf of the Bergen County Solid Waste Management District to the Commissioner of the New Jersey Department of Environmental Protection is for a **2019 Recycling Enhancement Act Tax Fund** in the amount of **\$709,434.00**; and

**WHEREAS**, upon approval of the foregoing application, the Authority proposes to utilize the funds derived from the **2019 Recycling Enhancement Act Tax Fund** to fund the Authority's Recycling Programs (the "Programs"); and

**WHEREAS**, the Authority, as planning and implementing agency for the Bergen County Solid Waste Management District, deems it in the best interest of the Authority's constituent municipalities and rate payers, to apply for the **2019 Recycling Enhancement Act Tax Fund** to fund its share of the costs of the Programs; and

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

1. The Chair shall be and is hereby authorized to execute an agreement by and between the Authority and the New Jersey Department of Environmental Protection for **the 2019 Recycling Enhancement Act Tax Fund** in the amount of **\$709,434.00** for the express purpose of funding solid waste services, to wit, the Programs;
2. The Authority does hereby hold the State of New Jersey, and its departments and agencies harmless from any damages, losses and claims which may arise directly or indirectly from the execution of the tax grant;
3. The Authority hereby accepts the terms and conditions set forth in the Recycling Enhancement Act and the guidelines promulgated under it;

19-6-009

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 December 19, 2019.



Michael Henwood  
Board Secretary

Dated: December 19, 2019

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the Bergen County Utilities Authority ("Authority") is a county utilities authority, organized pursuant to N.J.S.A. 40:14B-1 et seq. and authorized to provide, inter alia, sewage collection and disposal services and the relief of waters in or bordering the State from pollution arising from causes within the district and the relief of waters in, bordering or entering the district from pollution or threatened pollution on behalf of its constituent members; and

**WHEREAS**, the County of Bergen ("Bergen County") is a municipal corporation of the State of New Jersey having a principal place of business at One Bergen County Plaza, Hackensack, New Jersey 07601; and

**WHEREAS**, the Authority previously created and now maintains the position of Director of Strategic Planning and Projects (UUAE), the duties of which position include, but are not limited to: (i) preparation and management of capital planning program; (ii) preparation and management of various grant applications and programs; (iii) oversee and preparation of plans and contract specifications for capital improvement projects and assist in bidding of such projects; (iv) assure completion of projects in a timely manner and within budgeted cost; (v) participate in conducting engineering investigations and master planning efforts that include collection and analysis of data, routine calculations and evaluating the feasibility of alternative solutions; (vi) participate in construction management activities; and (viii) review site plans and development plans for conformance with ordinances and regulatory compliance; and

**WHEREAS**, the Uniform Shared Services and Consolidation Act, N.J.S.A. 40A:65-1 et seq. (the "Act"), authorizes any local unit of the State to enter into an Interlocal Services Agreement with any other local unit(s) for the joint provision within the several jurisdictions of any service which any party to the agreement is empowered to undertake within its own jurisdiction; and

**WHEREAS**, N.J.S.A. 40:14B-20 authorizes and permits the Authority to enter into any and all contracts, execute any and all instruments and do and perform any and all acts or things necessary, convenient or desirable for the purposes of the Authority or to carry out any power expressly given to the Authority pursuant to N.J.S.A. 40:14B-1 et seq., expressly subject to N.J.S.A. 40A:11-1 et seq. ("Local Public Contracts Law"); and

**WHEREAS**, Bergen County previously notified the Authority that it requires the services of a Director of Strategic Planning and Projects (UUAE) to perform the above referenced duties for Bergen County on an as needed basis; and

**WHEREAS**, Bergen County proposed to the Authority that the parties enter into a shared services agreement, pursuant to which the Authority will make its Director of Strategic Planning and Projects (UUAE) available to Bergen County on an as needed basis; and

**WHEREAS**, the Authority engaged in discussions with Bergen County regarding the terms of the proposed shared services agreement and considers the formation of the proposed shared services agreement to be in the best interests of the Authority and Bergen County; and

**WHEREAS**, Bergen County advised the Authority that it is anticipated that the Authority's Director of Strategic Planning and Projects (UUAE) will not routinely be required to handle matters for Bergen County during the normal business day pursuant to the proposed shared services agreement; and

**WHEREAS**, the Authority has previously authorized and entered into shared services agreements with Bergen County for the providing of equipment and services to the Authority and provided use of laboratory equipment to Bergen County, as provided therein on an as needed basis, and the Executive Director has reviewed the proposed shared services agreement with Bergen County and recommends that the Board of Commissioners of the Authority accept the terms of the proposed agreement with Bergen County on file at the Authority offices; and

**WHEREAS**, it is anticipated the Bergen County Board of Chosen Freeholders, by Resolution shall authorize the County Executive, or his designee, to execute the proposed shared services agreement to be entered into by and between the Authority and Bergen County as detailed herein above, together with any other documents necessary to effectuate the intent and purpose of this shared services agreement; and

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

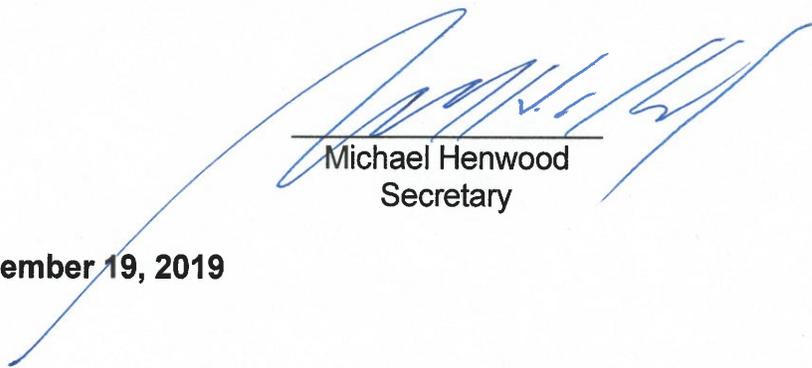
1. The Chairman shall be and he is hereby authorized to execute a shared services agreement with Bergen County in final form acceptable to the Commissioners, as evidenced by the Chairman's signature thereon, for the providing of the Authority's Director of Strategic Planning and Projects (UUAE) to provide services to Bergen County on an as needed basis.

2. A copy of this Resolution, and the shared services agreement entered into with Bergen County pursuant to this Resolution, shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by Bergen County and the Authority.

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).

**19-6-010**

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of December 19, 2019.



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Michael Henwood  
Secretary

**DATED: December 19, 2019**