

**BERGEN COUNTY UTILITIES AUTHORITY
MINUTES OF THE REGULAR MEETING
NOVEMBER 23, 2015**

**In the matter of the 440TH Regular Meeting of
The Bergen County Utilities Authority**

1. The **proof of meeting notice** calling the November 23, 2015 meeting was read into the record by Michael Henwood, Board Secretary.

2. Roll Call:

COMMISSIONERS PRESENT:

Ronald Phillips, Chairman
Lou DeLisio, Vice Chairman
Catherine T. Bentz, Commissioner
James I. Cassella, Commissioner
Paul A. Juliano, Commissioner
David J. Lorenzo, Commissioner
Richard D. Schooler, Commissioner
George P. Zilocchi, Commissioner

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

3. Motion that the Minutes covering the October 22, 2015 Work Session be approved was moved by Commissioner Schooler and Seconded by Commissioner Juliano and was carried. Commissioner's Cassella and Lorenzo abstained.
4. Chairman Phillips opened the meeting to the public and asked if anyone present wished to be heard. No members of the public wished to speak. The meeting was closed to the public.
5. FINANCE AND LEGAL COMMITTEE:

Resolution 15-1-044– Approve bills and the claims supported by vouchers totaling \$ 4,605,831.81 for the month of November 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 Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-1-045– Approve 2015 Supplemental Resolution of the Bergen County Utilities Authority supplementing and amending certain provisions of the Authority's General Bond Resolution duly adopted October 31, 1985, as amended and supplemented, and providing for the issuance of not to exceed \$43,000,000 aggregate principal amount of water pollution control system revenue refunding bonds, in one or more series, of the

Bergen County Utilities Authority. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-1-046– Resolution to Establish the Annual Schedule of Meetings for 2016. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-1-047– Ratify and Approve Financial Actions directed by Mathew McCarter, Acting Treasurer, during the month of October 2015. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

6. CONSTRUCTION & ENGINEERING COMMITTEE:

Resolution 15-2-063 – Reject Bids and Re-Advertise Contract 15-33 - Furnish and Deliver Enalco Heat Exchangers (2 Years). Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-2-064 – Award Contract 15-34 to Control Sales, Inc. - Furnish and Deliver Fluorescent Dissolved Oxygen Meters (2 Years). Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-2-065 – Award Contract 15-35 to Vulcan Industries, Inc - Furnish and Deliver Complete Vulcan Bar Drive Motor and Associated Parts (2 Years). Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-2-066 – Authorize re-advertisement of Contract 15-36 - Digester Gas Pretreatment Testing (2 Years). Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 15-2-067– Authorize Amendment of Professional Services Agreement to ARCADIS U.S., Inc. – Special Environmental Consulting Engineering Services. Motion to adopt the resolution was made by Commissioner DeLisio and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

7. PERSONNEL & ADMINISTRATION COMMITTEE:

Resolution 15-3-009 – Approve the dedication of the Authority’s Public Meeting Room in honor of Andrew A. “Chuck” Vaccaro. Motion to adopt the resolution was made by

BERGEN COUNTY UTILITIES AUTHORITY
 Minutes of the Regular Meeting
 November 23, 2015

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

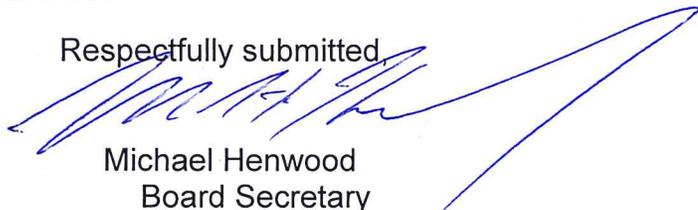
8. Chairman Phillips announced a short recess to allow time for the Board Secretary to prepare minutes of this Regular Meeting.
9. Chairman Phillips announced the Regular Meeting would reconvene.
10. The Board Secretary then distributed proposed minutes of the November 23, 2015 regular Meeting for review by the Commissioners.
11. Move to approve the Minutes of the Regular Meeting of November 23, 2015 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 November 23, 2015 was made by Commissioner Lorenzo and second by Commissioner Bentz and was unanimously carried.
12. Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Resolution #	15-1-044	15-1-045	15-1-046	15-1-047	15-2-063	15-2-064	15-2-065
Chairman Phillips	Y	Y	Y	Y	Y	Y	Y
V. Chair. DeLisio	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y	Y	Y
Comm. Cassella	Y	Y	Y	Y	Y	Y	Y
Comm. Juliano	Y	Y	Y	Y	Y	Y	Y
Comm. Lorenzo	Y	Y	Y	Y	Y	Y	Y
Comm. Schooler	Y	Y	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y	Y	Y

Resolution #	15-2-066	15-2-067	15-3-009
Chairman Phillips	Y	Y	Y
V. Chair. DeLisio	Y	Y	Y
Comm. Bentz	Y	Y	Y
Comm. Cassella	Y	Y	Y
Comm. Juliano	Y	Y	Y
Comm. Lorenzo	Y	Y	Y
Comm. Schooler	Y	Y	Y
Comm. Zilocchi	Y	Y	Y

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



Michael Henwood
 Board Secretary

November 23, 2015

SERIES 2015 SUPPLEMENTAL RESOLUTION OF THE BERGEN COUNTY UTILITIES AUTHORITY SUPPLEMENTING AND AMENDING CERTAIN PROVISIONS OF THE AUTHORITY'S GENERAL BOND RESOLUTION DULY ADOPTED OCTOBER 31, 1985, AS AMENDED AND SUPPLEMENTED, AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$43,000,000 AGGREGATE PRINCIPAL AMOUNT OF WATER POLLUTION CONTROL SYSTEM REVENUE REFUNDING BONDS, IN ONE OR MORE SERIES, OF THE BERGEN COUNTY UTILITIES AUTHORITY

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

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

WHEREAS, the Authority has determined to issue its revenue refunding bonds pursuant to the General Bond Resolution in the principal amount not exceeding \$43,000,000 (the "2016 Bonds"), in one or more series, which along with the premium on the bonds and transferred proceeds of the Refunded Bonds as hereinafter defined, is to provide for (i) the advance refunding of all or a portion of \$11,665,000 outstanding principal amount of the Authority's 2007 Water Pollution Control System Acquisition Revenue Bonds, Series 2007, which bonds are callable on December 15, 2017 (the "2007 Refunded Bonds"), (ii) the advance refunding of all or a portion of the \$26,325,000 outstanding principal amount of the Authority's 2008 Water Pollution Control System Revenue Refunding Bonds, Series 2008, which bonds were issued through the Bergen County Improvement Authority's County of Bergen Guaranteed Revenue Bonds (The Bergen County Utilities Authority Capital Project Financing), Series 2008 bonds, and are callable on June 15, 2018 (the "2008 Refunded Bonds" and with the 2007 Refunded Bonds, the "Prior Bonds"), (iii) the funding of the Bond Reserve Requirement, if necessary, and (iv) the payment of the costs of issuance associated with the issuance of the 2016 Bonds (collectively, the "Project"); and

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

ARTICLE I

Definitions and Interpretations

Section 101. **Short Title.** This resolution may hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2015 Supplemental Refunding Resolution”.

Section 102. **Authorization for Supplemental Resolution.** This 2015 Supplemental Refunding Resolution is authorized by and adopted pursuant to the provisions of Section 317 of the General Bond Resolution.

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

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

(2) Unless otherwise stated, for the purpose of this 2015 Supplemental Refunding Resolution, the term “Bond Insurer” shall mean the bond insurer selected by the Authority, if any, prior to the issuance of the 2016 Bonds described in Section 201 hereof.

ARTICLE II

Authorization and Issuance of 2016 Bonds

Section 201. **Amount, Title and Purpose of 2016 Bonds.** Not to exceed \$43,000,000 principal amount of 2016 Bonds are hereby authorized to be issued and sold by the Authority in accordance with the provisions of the General Bond Resolution and this 2015 Supplemental Refunding Resolution. Such 2016 Bonds shall be designated “2016 Water Pollution Control Revenue Refunding Bonds”, or such title as shall be determined in a certificate of an Authority Officer. The purpose for which the 2016 Bonds are being issued is to fund the Project.

Section 202. **Description of 2016 Bonds.**

(1) **Amount and Term.** The 2016 Bonds shall be in such series, such amount, shall be dated and shall bear interest from such dates, and shall mature on December 15 in each of the years and in the respective principal amounts and shall be subject to prior redemption as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2016 Bonds.

(2) **Interest Payment Dates and Interest Rates Per Annum.** Interest on the 2016 Bonds shall be payable on the fifteenth day of June and December (each such date being an “Interest Payment Date”) in each year, commencing on such date as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2016 Bonds, until the Authority’s obligation with respect to the payment of the principal of and interest on the 2016 Bonds shall be discharged. The 2016 Bonds shall bear interest at the interest rates per annum as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2016 Bonds.

(3) **Denomination and Place of Payment.** The 2016 Bonds shall be issued in fully registered form, without coupons, and are issuable in the denomination of \$5,000 each, or any integral multiple thereof. The principal or Redemption Price of the 2016 Bonds shall be payable to the Registered Owner thereof, or registered assigns, at maturity or on the applicable date fixed for redemption upon presentation and surrender of the 2016 Bonds at the corporate trust office of the Paying Agent. Interest on the 2016 Bonds will be paid to the Registered Owner by check and such payment will be mailed by the Paying Agent to such Registered Owner (as determined on the Record Date) at the most recent address appearing on the registration books of the Authority. All other terms and conditions with respect to the payment of the principal or Redemption Price of and interest on the 2016 Bonds shall be as provided in the General Bond Resolution.

(4) **Form of Bonds.** The 2016 Bonds shall be in substantially the form described in Section 1207 of the General Bond Resolution.

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

(1) Except as provided in paragraph (3) of this Section 203, the Registered Owner of all of the 2016 Bonds shall be The Depository Trust Company, New York, New York (“DTC”) and the 2016 Bonds shall be registered in the name of Cede & Co., as nominee of DTC. Payment of interest on any 2016 Bond registered as of each Record Date in the name of Cede & Co. shall be made by wire transfer to the account of Cede & Co. on the interest payment date for the 2016 Bonds at the address indicated on the Record Date for Cede & Co. in the registry books of the Authority kept by the Bond Registrar.

(2) The 2016 Bonds shall be issued initially in the form of one authenticated fully registered 2016 Bond for each separate stated maturity of the 2016 Bonds in the principal amount of each such maturity. Upon initial issuance, the ownership of each such 2016 Bond shall be registered in the registry book of the Authority kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2016 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on the 2016 Bonds, selecting the 2016 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to the Bondholders under the General Bond Resolution, registering the transfer of 2016 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant any person claiming a beneficial ownership interest in the 2016 Bonds under or through DTC or any DTC participant, or any other person which is not shown on the registration books of the Authority kept by the Bond Registrar as being a Bondholder. The Authority, the Trustee, the Bond Registrar and the Paying Agent shall have no responsibility with respect to the accuracy of any records maintained by DTC, Cede & Co. or any DTC participant with respect to any ownership interest in the 2016 Bonds; the payment by DTC or any DTC participant to any beneficial owner of any amount in respect of the principal or Redemption Price of or interest on the 2016 Bonds; the delivery to any DTC participant or any beneficial owner of any notice which is permitted or required to be given to Bondholders under the General Bond Resolution; the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the 2016 Bonds; or any consent given or other action taken by DTC as the Bondholder. The Paying Agent shall pay the principal or Redemption Price of and interest on the 2016 Bonds only to or “upon the order of” (as that term is used in the Uniform Commercial Code as adopted in the State of New Jersey) Cede & Co., as nominee of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Authority’s obligations with respect to the principal or Redemption Price of and interest on the 2016 Bonds to the extent of the sum or sums so paid. Upon delivery by DTC to the Trustee of written notice to the effect that DTC had determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to record dates, the words “Cede & Co.” in this 2015 Supplemental Refunding Resolution shall refer to such new nominee of DTC.

(3) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2016 Bonds that they be able to obtain Bond certificates, the Authority may notify DTC and the Trustee, whereupon DTC will notify the DTC participants of the availability through DTC of 2016 Bond certificates. In such event, the trustee shall authenticate, transfer and exchange 2016 Bond certificates as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2016 Bonds at any time by giving notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and Trustee shall be obligated to deliver 2016 Bond certificates as described in the General Bond Resolution. In the event 2016 Bond certificates are issued to Bondholders other than DTC, the provisions of the General Bond Resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal or Redemption Price of and interest on such certificated Bonds. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the 2016 Bonds to any DTC participant having 2016 Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the 2016 Bonds.

(4) Notwithstanding any other provision of the General Bond Resolution to the contrary, so long as any 2016 Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal or Redemption Price of and interest on such 2016 Bonds and all notices with respect to such 2016 Bonds shall be made and given to DTC as provided in the representation letter to be entered into on or prior to the date of issuance and delivery of the 2016 Bonds by and among DTC, the Authority and the Trustee.

(5) In connection with any notice or other communication to be provided to the Bondholders pursuant to the General Bond Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by the Bondholders, so long as any 2016 Bond is registered in the name of Cede & Co., as nominee of DTC, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

Section 204. **Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article XI of the General Bond Resolution, the appointment of The Bank of New York Mellon, Woodland Park, New Jersey (the "Bank") as Trustee, (the "Trustee"), Paying Agent (the "Paying Agent") and Registrar (the "Registrar") for the 2016 Bonds is hereby confirmed, ratified and approved. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the General Bond Resolution.

Section 205. **Execution of 2016 Bonds.** The 2016 Bonds shall be executed in the name and on behalf of the Authority by the manual or facsimile signature of its Chairman or Vice-

Chairman, or Executive Director and its corporate seal (or a facsimile thereof) shall be affixed, imprinted, engraved or otherwise reproduced thereon, and such seal and 2016 Bonds shall be attested by the manual or facsimile signature of its Secretary or Assistant Secretary. In case any officer of the Authority who shall have executed, sealed or attested any of the 2016 Bonds shall cease to be such officer of the Authority before the 2016 Bonds so executed, sealed or attested shall have been authenticated and delivered upon original issuance, such 2016 Bonds may nevertheless be authenticated and delivered as herein provided as if the person who so executed, sealed or attested such 2016 Bonds had not ceased to be such officer.

Section 206. **Authentication of 2016 Bonds.** The 2016 Bonds shall bear thereon a certificate of authentication, substantially in the form set forth in Section 1207 of the General Bond Resolution, duly executed by the Trustee. Only such 2016 Bonds as shall bear thereon such certificate of authentication, duly executed, shall be entitled to any right or benefit under the General Bond Resolution. No 2016 Bond shall be valid or obligatory for any purpose unless such certificate of authentication upon such 2016 Bond shall have been duly executed by the Trustee, and such certificate of authentication by the Trustee upon any 2016 Bond executed on behalf of the Authority shall be conclusive and the only evidence that the 2016 Bond so authenticated has been duly authenticated and delivered under this 2016 Supplemental Refunding Resolution and that the holder thereof is entitled to the benefits of the General Bond Resolution.

Section 207. **Application of Proceeds of 2016 Bonds.** The proceeds which are derived from the sale of the 2016 Bonds, including any accrued interest thereon, shall be applied by the Trustee, upon receipt, in the manner set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2016 Bonds.

Section 208. **Appointment of Underwriter.** The 2016 Bonds shall be sold to an underwriter or purchaser (the "Underwriter") as determined in a certificate of an Authority Officer. The Underwriter shall be compensated in accordance with the Purchase Agreement authorized below.

Section 209. **Approval of Purchase Agreement.** The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is hereby, authorized and directed to negotiate, execute and deliver a purchase agreement (the "Purchase Agreement") with the Underwriter. Such Purchase Agreement, along with a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2016 Bonds, shall determine the terms and conditions relating to the sale of the 2016 Bonds, including the rate of interest to be borne by the 2016 Bonds and the underwriter's discount, if any, which is payable to the Underwriter in connection with the sale of the 2016 Bonds. The 2016 Bonds shall be delivered to the Underwriter at such time and place as shall be determined by the Authority, subject to the terms and conditions of the Purchase Agreement. The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is, hereby authorized and directed to do and perform all things and execute all papers in the name of

the Authority, and to make all payments necessary or in their opinion convenient, to the end that the Authority may carry out its obligations under the terms of said Purchase Agreement.

Section 210. **Appointment of Escrow Agent, Verification Agent and Other Professionals.** A bank, which may be the Bank shall be appointed in a certificate of an Authority Officer to serve as Escrow Agent (the "Escrow Agent") under the Escrow Agreement (as hereinafter defined) pursuant to which the refunding of the Prior Bonds will be accomplished. The Escrow Agent shall accept and shall carry out its duties and obligations as Escrow Agent as provided in and as required by the terms of the Escrow Agreement, including the redemption of the Prior Bonds. A Verification Agent and such other professionals may be determined in a certificate of an Authority Officer, if deemed necessary by such Authority Officer for the issuance of the 2016 Bonds.

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

Section 212. **Bergen County Improvement Authority.** Notwithstanding anything stated herein, the Authority reserves the right and is hereby authorized to issue the 2016 Bonds to or through the Bergen County Improvement Authority (the "BCIA") for the Project, upon a showing that such conduit financing through the BCIA for the Project would be advantageous to the Authority. In such event, the Authority Officers are hereby severally authorized and, after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the issuance of 2016 Bonds through the BCIA, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

ARTICLE III

Miscellaneous

Section 301. **Payments Under Bond Insurance Policy.** If necessary, the Executive Director shall arrange for any necessary bond insurance in order to obtain the best possible interest rates and the most cost effective financing in accordance with the recommendation of the Underwriter. To the extent that bond insurance is necessary, the Bond Insurer shall be deemed to be the sole holder of the 2016 Bonds for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of the 2016 Bonds are entitled to take pursuant to the General Bond Resolution.

Section 302. **Continuing Market Disclosure.** Solely for purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission, as amended and interpreted from time to time (the "Rule"), and provided that the 2016 Bonds are not exempt from the Rule and provided that the 2016 Bonds are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the 2016 Bonds remain outstanding (unless the 2016 Bonds have been wholly defeased), the Authority shall provide for the benefit of the holders of the 2016 Bonds and the beneficial owners thereof all information required under the Rule.

If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this 2015 Supplemental Refunding Resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

The Executive Director is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this 2015 Supplemental Refunding Resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule or would have been in compliance with the Rule if such amended undertaking had been entered into at the time of the issuance of the 2016 Bonds.

In the event that the Authority fails to comply with the Rule or the written contracts or undertakings specified in this 2015 Supplemental Refunding Resolution, the Authority shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

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

(a) **Preliminary Official Statement.** The Authority hereby authorizes the preparation and distribution of a preliminary official statement (the "Preliminary Official Statement") relating to the 2016 Bonds, substantially in such form as shall be approved by the Executive Director of the

Authority in consultation with Bond Counsel. As of the date of such Preliminary Official Statement, the Executive Director of the Authority, in consultation with Bond Counsel, shall make the determination that the Authority deems such Preliminary Official Statement "final", as that term is used in paragraph (b)(1) of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), except for the omission of no more than the information permitted by paragraph (b)(1) of the Rule. The Authority hereby authorizes said Preliminary Official Statement and the information contained therein to be used in connection with the offering and sale of the 2016 Bonds and authorizes the Underwriter to distribute the Preliminary Official Statement, in electronic or hard copy form, to prospective purchasers of the 2016 Bonds.

(b) Official Statement. The Authority hereby authorizes the preparation of an official statement (the "Official Statement") relating to the 2016 Bonds, to be dated the date of execution of the Purchase Contract and to be substantially in the form of the Preliminary Official Statement with such changes therein as shall be approved by the Executive Director of the Authority, in consultation with Bond Counsel, and by the Underwriter. The Authority hereby authorizes the execution of the Official Statement by the Executive Director of the Authority, the delivery thereof to the Underwriter and the distribution of the Official Statement in connection with the offering and sale of the 2016 Bonds.

Section 304. Covenant of Authority as to Compliance with Federal Tax Matters. The Authority hereby covenants that it will take all actions within its control that are necessary to assure that interest on the 2016 Bonds is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code"), and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the 2016 Bonds from gross income under the provisions of the Code.

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

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

Section 307. Prior Filing. This Supplemental Resolution, or a draft hereof, has been filed with Moody's Investors Service, Inc. and Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. at least fifteen days prior to the adoption hereof or a waiver of such 15 day notice will be obtained.

Section 308. Signing Powers. The Authority Officers are hereby severally authorized and, after satisfaction of all conditions precedent thereto and after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or

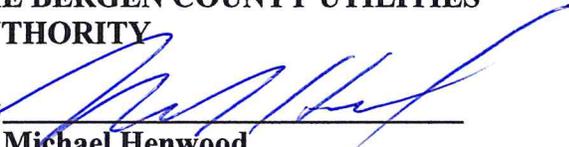
acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the issuance of 2016 Bonds or any other transaction contemplated hereby and thereby, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

CERTIFICATE

I, the undersigned of The Bergen County Utilities Authority, a body corporate and politic of the State of New Jersey, HEREBY CERTIFY that the foregoing resolution is a true copy of an original resolution which was duly adopted by said Authority at a meeting duly called and held on October 22, 2015 and at which a quorum was present and acted throughout, and that said copy has been compared by me with the original resolution recorded in the records of the Authority and that it is a correct transcript thereof and of the whole of said resolution, and that said original resolution has not been altered, amended or repealed but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of Nov., 2015.

**THE BERGEN COUNTY UTILITIES
AUTHORITY**

By: 

Michael Henwood
Secretary

15-1-045

Moved by:

Seconded by:

RECORDED VOTE:

Commissioners	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Ronald Phillips	✓				
Catherine T. Bentz	✓				
James I. Cassella	✓				
Louis J. DeLisio	✓				
Paul A. Juliano	✓				
David J. Lorenzo	✓				
Richard D. Schooler	✓				
George P. Zilocchi	✓				

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

BE IT RESOLVED by the Commissioners of The Bergen County Utilities Authority that the **Annual Schedule of Meetings for the Year Commencing January 1, 2016** shall be and is set forth on the notice on file in the Office of the Executive Director and annexed hereto; and

BE IT FURTHER RESOLVED that the Executive Director or his designee shall cause said notice to be published in the official publication of the Authority before January 1, 2016 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.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood
Secretary

Dated: November 23, 2015



Bergen County Utilities Authority
2016 Meeting Dates

**** All Work Sessions are 6:00 p.m. ****

**** All Regular Meetings are immediately following the Work Sessions ****

Thursday	January 21	Work Session & Regular
Thursday	February 25	Work Session & Regular
Thursday	March 24	Work Session & Regular
Thursday	April 21	Work Session & Regular
Thursday	May 26	Work Session & Regular
Thursday	June 23	Work Session & Regular
Thursday	July 21	Work Session & Regular
Thursday	August 25	Work Session & Regular
Thursday	September 22	Work Session & Regular
Thursday	October 20	Work Session & Regular
Monday	November 21	Work Session & Regular
Thursday	December 15	Work Session & Regular

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

BE IT RESOLVED by the Commissioners of the Bergen County Utilities Authority that the Financial Actions directed by Mathew McCarter, Acting Treasurer, during the month of October 2015 be and are hereby ratified and approved.

1. 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 November 23, 2015.



Michael Henwood
Secretary

Dated: November 23, 2015

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Bergen County Utilities Authority (the "Authority") solicited bid proposals to **Furnish and Deliver Enalco Heat Exchangers (For a Two (2) Year Period)**, pursuant to and in accordance with **Contract No. 15-33**; and

WHEREAS, the following sole bid proposal was received by the Authority on **November 5, 2015** for **Contract No. 15-33**:

Vendor	Total Amount Bid for Two Years
Northeast Energy Systems/Penn Power Systems Philadelphia, PA	\$383,014.00

; and

WHEREAS, the Authority's **Qualified Purchasing Agent and Purchasing Assistant** have reviewed the sole bid proposal provided by **Northeast Energy Systems/Penn Power Systems** and have indicated that the bid proposal of **Northeast Energy Systems/Penn Power Systems** has been deemed incomplete and nonconforming based upon the failure to submit an Ownership Disclosure Statement with the submitted bid proposal making it a non-conforming bid and the bid proposal of **Northeast Energy Systems/Penn Power Systems** is therefore deficient; and

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

WHEREAS, no acceptable or responsive bid proposals were received by the Authority as of **November 5, 2015**, which was the date set forth in the Invitation to Bid for the receipt of bid proposals pursuant to and in accordance with **Contract 15-33**; and

WHEREAS, the Contract Documents and Bid Specifications constituting **Contract No. 15-33** provide at Section (15.1) of the Instructions to Bidders that the Authority, as the contracting unit, reserves the right to reject any and all bids, including but not limited to, all non-conforming, non-responsive or conditional bids; and

WHEREAS, the Commissioners of the Authority are desirous of re-advertising for the solicitation of bid proposals for **Contract No. 15-33** pursuant to N.J.S.A. 40A:11-4 et seq., as an award of **Contract No. 15-33** 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:

15-2-063

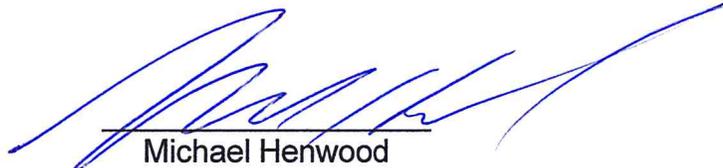
1. The bid of **Northeast Energy Systems/Penn Power Systems** shall be and is hereby rejected as being incomplete and a non-conforming bid, constituting a non-waivable, incurable, material deviation from **Contract No. 15-33**.

2. The Executive Director, or his designee, shall be and is hereby authorized to re-advertise for the solicitation of bid proposals to **Furnish and Deliver Enalco Heat Exchangers (For a Two (2) Year Period)** for **Contract No. 15-33 (Rebid)**.

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

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

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood
Secretary

Dated: November 23, 2015

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Bergen County Utilities Authority (the "Authority") solicited bid proposals to **Furnish and Deliver Fluorescent Dissolved Oxygen Meters** for a **Two (2) Year Period**, pursuant to and in accordance with **Contract No. 15-34**; and

WHEREAS, the following sole bid proposal was received by the Authority on **November 5, 2015** for **Contract No.15-34**:

Vendor	Total Amount Bid for Two (2) Years
Control Sales, Inc. Wayne, NJ	\$29,100.00

WHEREAS, the Authority's **Qualified Purchasing Agent and Plant Manager** have reviewed the sole bid proposal and have recommended that **Control Sales, Inc.** be awarded **Contract No. 15-34** in accordance with N.J.S.A. 40:11-1 et seq., as the lowest complying and responsible bidder; and

WHEREAS, on the basis of the foregoing, the Authority has determined that **Control Sales, Inc.** constitutes the lowest complying and responsible bidder for **Contract No. 15-34**, in accordance with N.J.S.A. 40A:11-1 et seq.; and

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

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

WHEREAS, the Authority's Acting Treasurer 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. **Control Sales, Inc.** shall be and is hereby determined to be the lowest complying and responsible bidder to **Furnish and Deliver Fluorescent Dissolved Oxygen Meters**, constituting **Contract No. 15-34**, for a **Two (2) Year Period** for a total sum of **\$29,100.00**.
2. The Chairman shall be and is hereby authorized to execute an agreement with **Control Sales, Inc.** of 50 Galesi Drive, Suite 20, Wayne, NJ 07470 to **Furnish and Deliver Fluorescent Dissolved Oxygen Meters**, constituting **Contract No.15-34** for a **Two (2) Year Period** for a total sum of **\$29,100.00**.

15-2-064

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

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

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

6. A copy of this Resolution and the agreement executed pursuant to this Resolution, along with Contract No. 15-34, shall be placed on file and made available for public inspection in the Office of the Executive Director upon execution by Control Sales, Inc. and the Authority.

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

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood, Secretary

Dated: November 23, 2015

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 11/23/2015

RESOLUTION #: 15-2-064

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

INSTRUMENTATION
W-550-62100-000

VENDOR

CONTROL SALES, INC.

CONTRACT NUMBER

15-34

REASON

FURNISH AND DELIVER FLUORESCENT
DISSOLVED OXYGEN METERS

AMOUNT

\$29,100.00

CONTRACT LENGTH

12/01/2015 TO 11/30/2017



ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Bergen County Utilities Authority (the "Authority") solicited bid proposals to **Furnish and Deliver Complete Vulcan Bar Drive Motor and Associated Parts** for a **Two (2) Year Period**, pursuant to and in accordance with **Contract No. 15-35**; and

WHEREAS, the following sole bid proposal was received by the Authority on **November 5, 2015** for **Contract No.15-35**:

Vendor	Total Amount Bid for Two (2) Years
Vulcan Industries, Inc. Missouri Valley, IA	\$119,536.00

WHEREAS, the Authority's **Qualified Purchasing Agent and Plant Manager** have reviewed the sole bid proposal and have recommended that **Vulcan Industries, Inc.** be awarded **Contract No. 15-35** in accordance with N.J.S.A. 40:11-1 et seq., as the lowest complying and responsible bidder; and

WHEREAS, on the basis of the foregoing, the Authority has determined that **Vulcan Industries, Inc.** constitutes the lowest complying and responsible bidder for **Contract No. 15-35**, in accordance with N.J.S.A. 40A:11-1 et seq.; and

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

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

WHEREAS, the Authority's Acting Treasurer 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. **Vulcan Industries, Inc.** shall be and is hereby determined to be the lowest complying and responsible bidder to **Furnish and Deliver Complete Vulcan Bar Drive Motor and Associated Parts**, constituting **Contract No. 15-35**, for a **Two (2) Year Period** for a total sum of **\$119,536.00**.

2. The Chairman shall be and is hereby authorized to execute an agreement with **Vulcan Industries, Inc.** of 212 South Kirlin Street, Missouri Valley, IA 51555 to **Furnish and Deliver Complete Vulcan Bar Drive Motor and Associated Parts**, constituting **Contract No.15-35** for a **Two (2) Year Period** for a total sum of **\$119,536.00**.

15-2-065

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

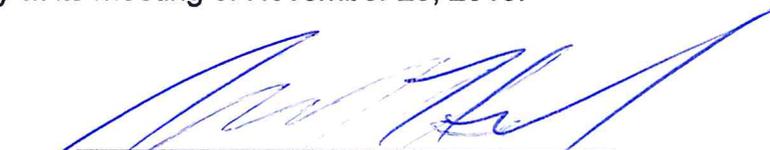
4. The Acting Treasurer's Certification that funds are available shall be maintained on file at the Authority and made a part hereof.

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

6. A copy of this Resolution and the agreement executed pursuant to this Resolution, along with Contract No. 15-35, shall be placed on file and made available for public inspection in the Office of the Executive Director upon execution by Vulcan Industries, Inc. and the Authority.

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

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood, Secretary

Dated: November 23, 2015

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 11/23/2015

RESOLUTION #: 15-2-065

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

PROCESS EQUIPMENT
W-550-61600-000

VENDOR

VULCAN INDUSTRIES, INC.

CONTRACT NUMBER

15-35

REASON

FURNISH AND DELIVER COMPLETE VULCAN
BAR DRIVE MOTOR AND ASSOCIATED PARTS

AMOUNT

\$119,536.00

CONTRACT LENGTH

12/01/2015 TO 11/30/2017



ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Bergen County Utilities Authority (the "Authority") solicited bid proposals for **Digester Gas Pretreatment Testing (for a Two (2) Year Period)**, pursuant to and in accordance with **Contract No. 15-36**; and

WHEREAS, no bid proposals were received by the Authority on **November 17, 2015**, the date set forth in the Invitation to Bid for the receipt of bid proposals pursuant to and in accordance with **Contract No. 15-36**; and

WHEREAS, the Commissioners of the Authority are desirous of re-advertising for the solicitation of bid proposals for **Contract No. 15-36**, pursuant to N.J.S.A. 40A:11-4, as an award of this Contract is necessary for the efficient operation of the Authority.

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

1. The Executive Director or his designee shall be and is hereby authorized to re-advertise for the solicitation of bid proposals for **Contract No. 15-36** for **Digester Gas Pretreatment Testing (for a Two (2) Year Period)**.
2. The formal action(s) of the Commissioners of the Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood
Secretary

Dated: November 23, 2015

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

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

WHEREAS, the Bergen County Utilities Authority (“Authority”) plays an important role in providing these essential services within the Authority’s sewer service district, which is comprised of forty-seven (47) municipalities in the County of Bergen serving approximately 575,000 people; and

WHEREAS, in furtherance of providing these essential services, the Board of Commissioners of the Authority, by Resolution 15-2-007 adopted February 26, 2015, appointed ARCADIS U.S., Inc. to serve as Special Environmental Engineer to the Authority for a One (1) Year Term or until a successor is selected or at the pleasure of the Authority, whichever shall first occur or be exercised; and

WHEREAS, Resolution 15-2-007 Authorized the Chairman of the Board of Commissioners of the Authority to execute an agreement by and between the Authority and ARCADIS U.S., Inc. (the “Agreement”) memorializing the services to be provided by ARCADIS U.S., Inc. to the Authority as Special Environmental Engineer and providing the budget for compensation to be paid by the Authority to ARCADIS U.S., Inc. for the providing of those services, pursuant to which payment is not to exceed the total sum of \$200,000.00 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 ARCADIS U.S., Inc. on March 1, 2015; and

WHEREAS, ARCADIS U.S., Inc., operating under the Agreement, has continued to provide significant necessary and valuable services to the Authority as the Authority’s Special Environmental Engineer on an as-requested basis on a number of critical ongoing projects as well as additional other projects the Authority identified since the commencement of the term of the Agreement, which projects include:

- State Revolving Loan Fund Assistance: Providing administration and technical assistance in applying for and securing funding through federal and state grants and loans for the Authority’s various capital improvement projects, such as the Cogen Expansion Project and the Edgewater Force Main Project;
- Superstorm Sandy: Attending monthly meetings and assisting with the Authority’s attempts to recover reimbursement monies from FEMA for repair of damages caused by Superstorm Sandy;

- New Jersey Energy Resiliency Bank: Assisting with soliciting funding from the New Jersey Energy Resiliency Bank for the Authority's power supply projects;
- Sludge Management Assistance: Updated the Authority's Sludge Management Plan and assisting the Authority with the preparation of bid documents for residuals hauling;
- Assisting with updated the Authority's Confined Space Entry Program; and
- Assisting with permitting and regulatory issues;

; and

WHEREAS, by written correspondence dated November 16, 2015, ARCADIS U.S., Inc. advised the Authority that as of November 13, 2015 ARCADIS U.S., Inc. had expended approximately \$198,000.00 in services to the Authority under the Agreement and the Agreement provides for a compensation budget of \$200,000.00 to be paid by the Authority to ARCADIS U.S., Inc. for services performed pursuant thereto; and

WHEREAS, ARCADIS U.S., Inc., by the November 13, 2015 written correspondence, requested that the Authority increase the compensation budget provided for by the Agreement by the total sum of \$170,000.00, resulting in an amended Agreement compensation budget of an amount not to exceed the total sum of \$370,000.00; and

WHEREAS, the Authority's Chief Engineer and Director of the Authority's Water Pollution Control Division has determined that ARCADIS U.S., Inc. has performed all services under the Agreement in an effective and efficient manner and further determined that the remaining work to be performed by ARCADIS U.S., Inc. under the Agreement 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

WHEREAS, the Authority's Chief Engineer and Director of the Authority's Water Pollution Control Division has reviewed the November 13, 2015 written correspondence of ARCADIS U.S., Inc., including the request of ARCADIS U.S., Inc. to increase the compensation budget under the Agreement for the total compensation to be paid by the Authority to ARCADIS U.S., Inc., and based upon the above determinations and his review of the November 13, 2015 written correspondence of ARCADIS U.S., Inc., he has concluded and recommended that the Authority should amend the Agreement by increasing the budget for compensation to be paid by the Authority to ARCADIS U.S., Inc. pursuant to the Agreement in the total sum of \$170,000.00, resulting in an amended compensation budget under the Agreement in an amount not to exceed the total sum of \$370,000.00 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 ARCADIS U.S., Inc. 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 \$170,000.00 and the total amount of compensation to now be paid by the Authority to ARCADIS U.S., Inc. pursuant to the modified Agreement shall not exceed the total sum of \$370,000.00 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 ARCADIS U.S., Inc., 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.

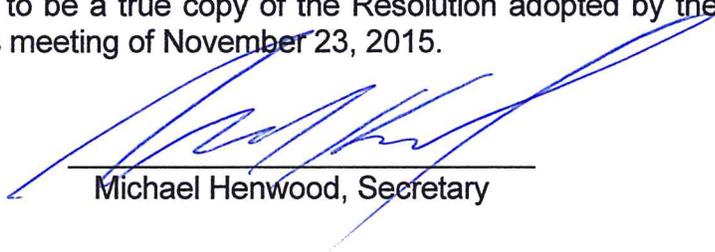
3. A copy of this Resolution and the agreement modifying the Agreement with ARCADIS U.S., Inc. pursuant to this Resolution shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by ARCADIS U.S., Inc. and the Authority.

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).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood, Secretary

Dated: November 23, 2015

BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION DATE: 11/23/2015

RESOLUTION #: 15-2-067

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 ENGINEERING
W-350-50400-000

VENDOR ARCADIS US, INC.

CONTRACT NUMBER ENG 28

REASON SPECIAL ENVIRONMENTAL ENGINEERING SERVICES

AMOUNT \$170,000.00

CONTRACT LENGTH 12/01/2015 TO 02/28/2016

Matthew M'Carten
ACTING TREASURER

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, Andrew A. "Chuck" Vaccaro was sworn in as a member of the Board of Commissioners of the Bergen County Utilities Authority ("Authority") in February 26, 2004, serving as Chairman since February 1, 2009;

WHEREAS, prior to being sworn in as a Commissioner, Andrew A. "Chuck" Vaccaro was employed by the Authority as a Solid Waste Planning Aide, Recycling Program Coordinator ;and

WHEREAS, Andrew A. "Chuck" Vaccaro dedicated his life to public service, serving not only the residents of Bergen County as a member of the Authority's Board of Commissioners, but also serving the residents of the Borough of Cresskill for the past 45 years as a Councilman, Mayor, Chairman of the Planning Board and Borough Administrator; and

WHEREAS, Andrew A. "Chuck" Vaccaro diligently served the Authority, and its ratepayers, with his full commitment to his responsibilities as a Commissioner until the time of his passing on June 7, 2015; and

WHEREAS, Andrew A. "Chuck" Vaccaro will be missed by all current and former Commissioners, members of administration and employees of the Bergen County Utilities Authority who have worked with him and come to know him over his years of service; and

WHEREAS, the Board of Commissioners of the Authority wishes to permanently and publicly recognize the lifelong commitment and dedication of Andrew A. "Chuck" Vaccaro to serve the public by naming the Public Meeting Room in the Bergen County Utilities Authority Administration Building the "Andrew 'Chuck' Vaccaro Meeting Room" and placing a plaque on display in the room acknowledging this recognition.

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

1. The Board of Commissioners of the Bergen County Utilities Authority hereby recognizes and honors the long and distinguished public service career of Andrew A. "Chuck" Vaccaro as a dedicated Commissioner of the Bergen County Utilities Authority.

2. The Board of Commissioners, on behalf of the Bergen County Utilities Authority and its ratepayers, notes with pride and gratitude the commitment and dedication to public service Andrew A. "Chuck" Vaccaro provided over forty-five years.

3. In further recognition of Andrew A. "Chuck" Vaccaro's commitment and dedication to public service, the Public Meeting Room at the Bergen County Utilities

15-3-009

Authority Administration Building shall be and is hereby dedicated, named and shall be known as the "Andrew 'Chuck' Vaccaro Meeting Room".

4. A plaque acknowledging the dedication and naming of the "Andrew 'Chuck' Vaccaro Meeting Room" shall be permanently displayed within the room in acknowledgment of this recognition and dedication.

5. A copy of this Resolution shall be presented to the family of Andrew A. "Chuck" Vaccaro.

6. This Resolution shall become effective immediately upon adoption.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of November 23, 2015.



Michael Henwood
Secretary

Dated: November 23, 2015