

MINUTES OF REORGANIZATION MEETING

FEBRUARY 10, 2015

The Reorganization Meeting of the Morris County Municipal Utilities Authority was held on February 10, 2015 at 7:03 p.m. in the First Floor Conference Room at the Cultural Center, M.U.A. Offices, 214A Center Grove Road, Randolph, New Jersey. The necessary notice of this meeting was published according to the law.

Executive Director advised the Board that Christopher Dour and Dorothea Kominos have been reappointed to the MUA Board for another term and the Board congratulated them.

Mr. Schweizer called the meeting to order followed by the flag salute and roll call.

PRESENT: Mr. Frank Druetzler, Mr. Christopher Dour, Mr. Fletcher Platt,
Mr. Richard Plambeck and Ms. Laura Szwak.

ABSENT: Mr. William Hudzik, Mr. Barry, Dr. Dorothea Kominos
and Dr. Arthur Nusbaum.

Also present were Glenn Schweizer, Executive Director; John Scarmozza, P.E., Chief Engineer; Larry Kaletcher, Treasurer; Marilyn Regner, Secretary; Brent Carney, Esq., Maraziti, Falcon & Healey; Larry Gindoff, Solid Waste Coordinator; Kathleen Hourihan, District Recycling Coordinator and Freeholder-Liaison David Scapicchio.

Also present from Mascaro & Sons were Pasquale Mascaro, J.P. Mascaro, and William Fox, Esq.; and Albert J. Capuzzi from Jacobs Engineering.

Executive Director Glenn Schweizer asked for nominations for Chairman. Mr. Druetzler moved that Mr. Christopher Dour be nominated as Chairman and Mr. Plambeck seconded the Motion. There were no other nominations and there was a unanimous vote that nominations be closed.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Executive Director Glenn Schweizer asked for nominations for Vice Chairman.

Mr. Druetzler moved that Ms. Laura Szwak be nominated as Vice Chairman and Mr. Platt seconded the Motion. There were no other nominations and there was a unanimous vote that nominations be closed.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

The Board congratulated Christopher Dour and Laura Szwak on their appointments.

Chairman Dour asked for the Board's approval for appointments for Treasurer (Larry Kaletcher), Secretary (Marilyn Regner) and Supervisor of Water Operations (Anthony Milonas).

MOTION: Mr. Platt made a Motion to approve appointments of
Larry Kaletcher as Treasurer, Marilyn Regner as Secretary,
and Anthony Milonas as Supervisor of Water Operations
and Ms. Szwak seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the approval of Resolution No. 15-08 for award of professional legal services to Maraziti Falcon LLP:

RESOLUTION NO. 15-08
RESOLUTION TO AWARD PROFESSIONAL LEGAL SERVICES

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals for professional legal services to be provided to the Authority from February 11, 2015 to February 9, 2016; and

WHEREAS, the Authority received two proposals submitted by Maraziti Falcon LLP and Wolff & Samson PC; and

WHEREAS, the Committee assigned to review the proposals based on the criteria outlined in the Invitation To Submit Proposals and has recommended that the contract for professional services be awarded to the firm of Maraziti Falcon LLP, 150 John F. Kennedy Parkway, Short Hills, New Jersey 07078 which met or exceeded all criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 5-01-1-900-923-245 and 5-02-6-900-923-231; and

WHEREAS, the Authority has determined that the process utilized in selecting Maraziti Falcon LLP meets the statutory requirements for award of a contract pursuant to the fair and open process under N.J.S.A. 19:44A-20-4 et seq.

NOW, THEREFORE, BE IT RESOLVED, that the Morris County Municipal Utilities Authority in the County of Morris and State of New Jersey on this 10th day of February, 2015 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Maraziti Falcon LLP for legal services in accordance with their proposal dated January 21, 2015.
2. The Treasurer has certified the availability of funds in connection with the contract to be appropriated in accordance with the duly adopted budgets of the Authority.
3. A copy of this resolution and the proposal shall be on file and available for inspection at the offices of the Authority, 214A Center Grove Road, Randolph, New Jersey 07869.
4. A copy of this resolution shall be published once in the official newspaper of the Authority.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Plambeck made a Motion to award professional legal services to Maraziti Falcon LLP and Mr. Platt seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board’s approval of Resolution No. 15-09 to award professional auditing services to Nisivoccia LLP:

RESOLUTION NO. 15-09
RESOLUTION TO AWARD PROFESSIONAL AUDITING SERVICES

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals for professional auditing services to be provided to the Authority from February 11, 2015 to February 9, 2016; and

WHEREAS, the Authority received one proposal submitted by Nisivoccia LLP; and

WHEREAS, the Authority and Staff reviewed said proposal based on the criteria outlined in the Invitation To Submit Proposals and has determined that the firm of Nisivoccia LLP, 200 Valley Road, Suite 300, Mt. Arlington, New Jersey 07856 meets all criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 5-01-1-900-925-228 and 5-02-6-900-925-228; and

WHEREAS, the Authority has determined that the process utilized in selecting Nisivoccia LLP meets the statutory requirements for award of a contract pursuant to the fair and open process under N.J.S.A. 19:44A-20-4 et seq.

NOW, THEREFORE, BE IT RESOLVED, that the Morris County Municipal Utilities Authority in the County of Morris and State of New Jersey on this 10th day of February, 2015 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Nisivoccia LLP for auditing services in accordance with their proposal dated February 3, 2015.
2. The Treasurer has certified the availability of funds in connection with the contract to be appropriated in accordance with the duly adopted budgets of the Authority.
3. A copy of this resolution and the proposal shall be on file and available for inspection at the offices of the Authority, 214A Center Grove Road, Randolph, New Jersey 07869.
4. A copy of this resolution shall be published once in the official newspaper of the Authority.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to award professional auditing services to Nisivoccia LLP and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board’s approval of Resolution No. 15-10 to award professional engineering services – Solid Waste Division to Alaimo Group:

RESOLUTION NO. 15-10
RESOLUTION TO AWARD PROFESSIONAL ENGINEERING
SERVICES – SOLID WASTE DIVISION

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals to provide professional engineering services to serve as the MCMUA's Solid Waste Engineer to the Authority from February 11, 2015 to February 9, 2016; and

WHEREAS, the Authority received one proposal submitted by Alaimo Group; and

WHEREAS, the Committee assigned to review the proposals based on the criteria outlined in the Invitation To Submit Proposals and has recommended that the contract for professional engineering services be awarded to the firm of Alaimo Group, 200 High Street, Mount Holly, New Jersey 08060 which met or exceeded all criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 5-01-1-900-925-225 and 5-02-6-900-925-230; and

WHEREAS, the Authority has determined that the process utilized in selecting Alaimo Group meets the statutory requirements for award of a contract pursuant to the fair and open process under N.J.S.A. 19:44A-20-4 et seq.

NOW, THEREFORE, BE IT RESOLVED, that the Morris County Municipal Utilities Authority in the County of Morris and State of New Jersey on this 10th day of February, 2015 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Alaimo Group for engineering services in accordance with their proposal dated February 5, 2015.
2. The Treasurer has certified the availability of funds in connection with the contract to be appropriated in accordance with the duly adopted budget of the Authority.
3. A copy of this resolution and the proposal shall be on file and available for inspection at the offices of the Authority, 214A Center Grove Road, Randolph, New Jersey 07869.
4. A copy of this resolution shall be published once in the official newspaper of the Authority.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

**MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY**

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Plambeck made a Motion to award professional engineering Services – Solid Waste Division to Alaimo Group and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board's approval of Resolution No. 15-11 to award professional appraisal services to Sterling DiSanto & Associates, Landmark I Appraisal, LLC, Integra Realty Resources, and Federal Appraisal & Consulting:

RESOLUTION NO. 15-11
RESOLUTION TO AWARD PROFESSIONAL APPRAISAL SERVICES

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals for professional appraisal services to be provided to the Authority from February 11, 2015 to February 9, 2016; and

WHEREAS, the Authority received four proposals submitted by Sterling DiSanto & Associates, Landmark I Appraisal, LLC, Integra Realty Resources, and Federal Appraisal & Consulting; and

WHEREAS, the Authority and Staff reviewed said proposals based on the criteria outlined in the Invitation To Submit Proposals and has determined that the firms of Sterling DiSanto & Associates, 145 West End Avenue, P. O. Box 977, Somerville, New Jersey 08876; Integra Realty Resources, 80 South Jefferson Road, 2nd Floor, Whippany, New Jersey 07981; Landmark I Appraisal, LLC, 555 East Main Street, P.O. Box 121, Chester, New Jersey 07930; and Federal Appraisal And Consulting, 460 U.S. Highway 22 West, Suite 403, Whitehouse Station, New Jersey 08889 meet the criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 5-02-6-900-925-228;

WHEREAS, the Authority has determined that the process utilized in selecting Sterling DiSanto & Associates, Integra Realty Resources, Landmark I Appraisal, LLC and Federal Appraisal And Consulting meet the statutory requirements for award of contracts pursuant to the fair and open process under N.J.S.A. 19:44A-20-4 et seq.

NOW, THEREFORE, BE IT RESOLVED, that the Morris County Municipal Utilities Authority in the County of Morris and State of New Jersey on this 10th day of February, 2015 as follows:

1. The Executive Director of the Authority is authorized and directed to include the following on the list of approved firms for appraisal services: Sterling DiSanto & Associates, Integra Realty Resources, Landmark I Appraisal, LLC and Federal Appraisal And Consulting.
2. The Treasurer has certified the availability of funds in connection with the contracts to be appropriated in accordance with the duly adopted budgets of the Authority.
3. A copy of this resolution and the proposal shall be on file and available for inspection at the offices of the Authority, 214A Center Grove Road, Randolph, New Jersey 07869.
4. A copy of this resolution shall be published once in the official newspaper of the Authority.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Ms. Szwak made a Motion to award professional appraisal services to Sterling DiSanto & Associates, Landmark I Appraisal, LLC, Integra Realty Resources, and Federal Appraisal & Consulting and Mr. Platt seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board’s approval of Resolution No. 15-12 to award professional engineering services – Water Division to Suburban Consulting Engineers Inc.:

RESOLUTION NO. 15-12
RESOLUTION TO AWARD PROFESSIONAL ENGINEERING
SERVICES – WATER DIVISION

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals to provide professional engineering services as the MCMUA's Water Division Consulting Engineer from February 11, 2015 to February 9, 2016; and

WHEREAS, the Authority received seven (7) proposals submitted by:

- Boswell Engineering
- CP Engineers
- E2 Project Management
- Hatch Mott MacDonald
- H2M
- Jacobs Engineering Group Inc.
- Suburban Consulting Engineers, Inc.; and

WHEREAS, the Committee assigned to review the proposals based on the criteria outlined in the Invitation To Submit Proposals has recommended that the contract for the Water Division consulting engineering services be awarded to the firm of Suburban Consulting Engineers, Inc., 100 Valley Road, Suite 202, Mt. Arlington, New Jersey 07856 which met or exceeded all criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 5-02-6-900-925-230; and

WHEREAS, the Authority has determined that the process utilized in selecting Suburban Consulting Engineers Inc. meets the statutory requirements for award of a contract pursuant to the fair and open process under N.J.S.A. 19:44A-20-4 et seq.

NOW, THEREFORE, BE IT RESOLVED, that the Morris County Municipal Utilities Authority in the County of Morris and State of New Jersey on this 10th day of February, 2015 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Suburban Consulting Engineers Inc. for engineering services in accordance with their proposal dated February 5, 2015.

2. The Treasurer has certified the availability of funds in connection with the contract to be appropriated in accordance with the duly adopted budget of the Authority.

3. A copy of this resolution and the proposal shall be on file and available for inspection at the offices of the Authority, 214A Center Grove Road, Randolph, New Jersey 07869.

4. A copy of this resolution shall be published once in the official newspaper of the Authority.

C E R T I F I C A T I O N

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Druetzler made a Motion to award professional engineering Services – Water Division to Suburban Consulting Engineers Inc. and Mr. Plambeck seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board's approval Resolution No. 15-13 fixing the meeting dates:

RESOLUTION NO. 15-13
RESOLUTION FIXING MEETING DATES

BE IT RESOLVED by the Morris County Municipal Utilities Authority that through February 2016, Regular Meetings shall be held on March 10, 2015, April 7, 2015, May 5, 2015, June 9, 2015, July 7, 2015, August 11, 2015, September 8, 2015, October 6, 2015, November 10, 2015, December 8, 2015, January 5, 2016 and February 9, 2016 (Regular and Reorganization). Meetings shall be held in the First Floor Meeting Room at the new MCMUA Offices, 214A Center Grove Road (known as the Dalrymple House), Randolph at 7:00 p.m. except for the December 8, 2015 meeting which will be held at 5:30 p.m.

BE IT FURTHER RESOLVED that notices of such meetings and any special meetings be posted and published as required by the New Jersey Open Public Meetings Act.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Ms. Szwak made a Motion to adopt Resolution No. 15-13 Fixing Meeting Dates for 2015 and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board's approval of Resolution No. 15-14 accepting a Cash Management Plan for the MCMUA:

RESOLUTION NO. 15-14
A RESOLUTION ACCEPTING A CASH MANAGEMENT PLAN
FOR THE MORRIS COUNTY MUNICIPAL UTILITIES AUTHORITY

WHEREAS, The Morris County Municipal Utilities Authority must adopt a Cash Management Plan in accordance with N.J.S.A. 40A:5-14, and

WHEREAS, this plan is intended to assure that all public funds identified herein are deposited in interest bearing deposits or otherwise invested in permitted investments, and

WHEREAS, the intent of the plan is to provide that the decisions made with regard to the deposits and permitted investments will be done to insure the safety, the liquidity, and the maximum investment return within such limits, and

WHEREAS, the plan is intended to insure that any deposit or permitted investment matures within the time period that approximates the prospective need for the funds deposited or invested so that there is not a risk to the market value of such deposits or permitted investments.

NOW THEREFORE, BE IT RESOLVED, by the Morris County Municipal Utilities Authority accepts the attached Cash Management Plan until such time as there is an amendment thereto or the next reorganization meeting.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Plambeck made a Motion to adopt Resolution No. 15-14 Accepting Cash Management Plan for the MCMUA and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board's approval of Resolution No. 15-15 regarding the Open Public Meetings Act:

RESOLUTION NO. 15-15
RESOLUTION

BE IT RESOLVED by the Morris County Municipal Utilities Authority as follows:

WHEREAS, Chapter 231 of the Public Laws of the State of New Jersey for 1975, known as and hereinafter designated as the "Open Public Meetings Act" requires notification of meetings of public bodies, as therein defined, in the manner therein set forth;

NOW, THEREFORE, for purposes of compliance with the "Open Public Meetings Act" aforesaid, the Morris County Municipal Utilities Authority hereby makes the following designations:

- (1) The Morristown Daily Record, Inc. is hereby designated as the newspaper to receive notice of meetings as required by any and all sections of the Open Public Meetings Act, it appearing that said newspaper is most likely to inform the local public of such meetings.
- (2) The location for posting of notice of meetings shall be the 1st Floor Lobby of the Administration and Records Building, Court Street, Morristown, New Jersey.
- (3) The sum of \$10.00 annually is hereby fixed as the amount to be paid by any person requesting individual notice of meetings, as provided in Section 14 of the Open Public Meetings Act.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Ms. Szwak made a Motion to adopt Resolution No. 15-15 Regarding the Open Public Meetings Act and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board's approval of Resolution No. 15-16 Authorizing Certain Payments by the Treasurer:

RESOLUTION NO. 15-16
RESOLUTION AUTHORIZING CERTAIN PAYMENTS BY THE TREASURER

BE IT RESOLVED by the Morris County Municipal Utilities Authority that the MCMUA Treasurer be and he is hereby authorized as follows:

- (1) To pay monthly premiums for group insurance for employees as said premiums come due.
- (2) To pay principal and interest of the MCMUA debt as the sum matures or accrues.
- (3) To remit funds for Workers Compensation Self Insurance and County Self Insurance Liability coverage as said sums are due.
- (4) To pay the Morris County Municipal Utilities Authority officials and employees their salaries in equal installments bi-weekly, except as the same is provided otherwise by statute or resolution.
- (5) To pay real estate taxes on Authority property as they become due.
- (6) To pay various federal and state tax liabilities as they become due.
- (7) To pay municipal escrow fees as they become due for various construction and engineering projects.
- (8) To pay various state agency fees and permits in order not to jeopardize water or waste flow control operations.
- (9) To pay for various utility services in order not to jeopardize water or waste flow operations.

- (10) To pay various parties in conformance with contractual obligations.
- (11) To transfer funds for investment purposes in accordance with N.J.S.A. 40A:11.1.
- (12) To pay various contractors for deposited escrow funds upon written request for closure and provided no outstanding claims remain.
- (13) To pay individual work release members upon certified claim.
- (14) Replenish petty cash accounts if depleted or low.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 15-16 Authorizing Certain Payments by the Treasurer and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Chairman Dour asked for the Board’s approval of Resolution No. 15-17 to authorize the Defense and Indemnification of the Members and Employees of the MCMUA:

RESOLUTION NO. 15-17
RESOLUTION TO AUTHORIZE THE DEFENSE AND
INDEMNIFICATION OF THE MEMBERS AND EMPLOYEES
OF THE MORRIS COUNTY MUNICIPAL UTILITIES AUTHORITY

WHEREAS, there exists a need to protect each past and present member and employee of the Morris County Municipal Utilities Authority ("MCMUA") from the monetary costs of fines, penalties, damages, settlements, costs and legal fees associated with the defense of any civil or criminal actions which may be brought from this day forward against the MCMUA, or any such member or employee, as the result of any action(s) or omission(s) relating to the duties or such member or employee to the MCMUA; and

WHEREAS, the MCMUA desires to provide such protection for each past and present member and employee from the financial consequences of any such civil or criminal action to the extent permitted by law and, therefore, provided that such alleged action or omission does not

constitute actual fraud, actual malice, willful misconduct or an intentional wrong in the judgment of the MCMUA.

NOW, THEREFORE, BE IT RESOLVED by the Morris County Municipal Utilities Authority as follows:

1. The MCMUA shall, to the extent permitted by law, provide a defense and indemnification to the past and present members and employees of the MCMUA and, therefore, shall pay or otherwise reimburse each past and present member and employee of the MCMUA for all fines, penalties, damages, costs and legal fees associated with any civil or criminal action which may be brought after the adoption of this Resolution against such member or employee based upon an act or omission of that member or employee arising out of and directly relating to the lawful exercise of his or her official duties or under color of his or her authority.

2. In any case where the MCMUA provides a defense to a member or employee, it is authorized and directed to make direct payments to counsel or reimburse the member or employee for the costs associated with his or her defense upon the approval by the MCMUA of proper vouchers submitted therefor, but in no case shall the MCMUA be authorized to pay or reimburse for legal fees and expenses exceeding those customarily charged for legal services in the defense of such actions.

3. For the purpose of this Resolution, the term "member" shall include any and all persons appointed pursuant to N.J.S.A. 40:14B-4.

4. Any person seeking the provision of a defense and indemnification under the policy enunciated in this Resolution shall give prompt notice to the MCMUA of the pendency of any such civil or criminal action for which payment or reimbursement is sought, at which time the MCMUA shall by Resolution implement the provisions set forth herein.

5. It is within the sole discretion of the MCMUA, in any action where the provision of such a defense and indemnification is sought by a member or employee, to:

- a. Provide a defense by an attorney chosen by the MCMUA;
- b. Provide a defense by an attorney of the member or employee's choosing; or
- c. Assert the MCMUA's right under any appropriate insurance policy which requires the insurer to defend and indemnify.

6. Notwithstanding the foregoing, the MCMUA may refuse to provide for the defense or to indemnify any past and present member or employee of the MCMUA in any action referred to above or may recover any amounts paid on behalf of such member or employee for such defense if in its sole discretion it has reason to conclude that the act or omission was:

- a. Not within the scope of such member or employee's duties or was carried out in an individual capacity;
- b. The subject matter of any action brought by the MCMUA against the member or employee;
- c. A violation of the Local Government Ethics Law (P.L. 1991, c. 29); or
- d. Due to actual fraud, actual malice, willful misconduct or an intentional wrong.

7. In the event a contested matter, to which this Resolution is applicable, is resolved by way of settlement, the MCMUA may take into account the facts, circumstances and allegations which led to the settlement in its determination of whether it may, subject only to the provisions of paragraph 6, indemnify such past and/or present member(s) and/or employee(s) against whom such settled claims had been made.

8. It is the intention of this Resolution to set forth the policy of the MCMUA with respect to the defense and indemnification of persons associated with the MCMUA in the management of its affairs and businesses to the maximum extent permitted by law, and if any provision hereof or the application hereof to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect other provisions of this Resolution and to this end the provisions hereof are declared to be severable.

9. The policy set forth in this Resolution is prospective and shall take effect immediately, but shall automatically expire unless re-authorized at each annual reorganization meeting of this Authority.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 10, 2015.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Christopher Dour, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Plambeck made a Motion to adopt Resolution No. 15-17 Authorizing The Defense and Indemnification of the Members And Employees of the MCMUA and Ms. Szwak seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

Mr. Schweizer advised Chairman Dour that the Subcommittee Assignments will be the same as in 2014. The committees are as follows: Solid Waste Committee members are Christopher Dour, William Hudzik, Dr. Dorothea Kominos, and Dr. Art Nusbaum; Water

Committee members are Frank Druetzler, Richard Plambeck, Fletcher Platt, and Laura Szwak; and the Executive Committee members are Christopher Dour, Chairman, Frank Druetzler, James Barry, and Glenn Schweizer.

There being no further business, the meeting was adjourned at 7:10 p.m. with the following Motion:

MOTION: Mr. Druetzler made a Motion to adjourn the Reorganization Meeting at 7:10 p.m. and Mr. Plambeck seconded the Motion.

ROLL CALL: AYES: 5 NAYES: NONE ABSTENTIONS: NONE

/mr

Marilyn Regner
Secretary