

MINUTES OF REORGANIZATION MEETING

FEBRUARY 7, 2017

The Reorganization Meeting of the Morris County Municipal Utilities Authority was held on February 7, 2017 at 7:02 p.m. in the First Floor Conference Room of the M.U.A. Offices, 214A Center Grove Road, Randolph, New Jersey. The necessary notice of this meeting was published according to the law.

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

PRESENT: Mr. William Hudzik, Dr. Arthur Nusbaum, Mr. Frank Druetzler, Mr. Fletcher Platt, and Ms. Laura Szwak.

Mr. James Barry entered the meeting at 7:04 p.m.

ABSENT: Mr. Christopher Dour and Dr. Dorothea Kominos.

Also present were Glenn Schweizer, Executive Director; Andrew Holt, MCMUA Consulting Engineer; Michael McAloon, Suburban Consulting Engineers; Larry Kaletcher, Treasurer; Marilyn Regner, Secretary; Brent Carney, Esq., Maraziti Falcon LLP; Larry Gindoff, Solid Waste Coordinator; and Kathleen Hourihan, District Recycling Coordinator.

Executive Director Glenn Schweizer asked for nominations for Chairman. Mr. Druetzler moved that Ms. Laura Szwak be nominated as Chairwoman 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

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

(Mr. James Barry entered the meeting at 7:04 p.m.)

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

The Board congratulated Laura Szwak and James Barry on their appointments.

Chairwoman Szwak asked for the Board's approval for appointments for Treasurer (Larry Kaletcher), Secretary (Marilyn Regner) and Water Superintendent (Anthony Milonas).

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

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the approval of Resolution No. 17-09 for award of Professional Legal Services to Maraziti Falcon LLP:

RESOLUTION NO. 17-09
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 8, 2017 to February 6, 2018; and

WHEREAS, the Authority received two proposals submitted by Maraziti Falcon LLP and Schwartz Simon Edelstein & Celso LLC; 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 7-01-1-900-923-245 and 7-02-6-900-923-231; 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 7th day of February, 2017 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 10, 2017.
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Dr. Nusbaum made a Motion to adopt Resolution No. 17-09 to Award Professional Legal Services to Maraziti Falcon LLP and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-10 to award Professional Auditing Services to Nisivoccia LLP:

RESOLUTION NO. 17-10
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 8, 2017 to February 6, 2018; and

WHEREAS, the Authority received two proposals submitted by Nisivoccia LLP and Baker Tilly; and

WHEREAS, the Committee assigned to review said proposals 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 7-01-1-900-925-228 and 7-02-6-900-925-228; 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 7th day of February, 2017 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 January 9, 2017.
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 7, 2017.

**MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY**

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 17-10 to Award Professional Auditing Services to Nisivoccia LLP and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-11 to award Professional Engineering Services – Solid Waste Division to Alaimo Group:

RESOLUTION NO. 17-11
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 8, 2017 to February 6, 2018; and

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

WHEREAS, the Committee assigned to review the proposal 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 7-01-1-900-925-225 and 7-02-6-900-925-230; 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 7th day of February, 2017 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 January 30, 2017.
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 17-11 to Award Professional Engineering Services – Solid Waste Division to Alaimo Group and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-12 to award Professional Engineering Services – Water Division to Suburban Consulting Engineers Inc.:

RESOLUTION NO. 17-12
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 8, 2017 to February 6, 2018; and

WHEREAS, the Authority received three proposals submitted by Suburban Consulting Engineers, Inc., CP Professional Services, and D.J. Egarian & Associates, 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., 96 U.S. Highway 206, Suite 101, Flanders, New Jersey 07836 which met or exceeded all criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 7-02-6-900-925-230; 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 7th day of February, 2017 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 2, 2017.
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Hudzik made a Motion to adopt Resolution No. 17-12 to Award Professional Engineering Services – Water Division to Suburban Consulting Engineers Inc. and Mr. Barry seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board’s approval Resolution No. 17-13 to award Professional Appraisal Services:

RESOLUTION NO. 17-13
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 8, 2017 to February 6, 2018; and

WHEREAS, the Authority received one proposal submitted by Sterling DiSanto & Associates; and

WHEREAS, the Committee assigned to review said proposal based on the criteria outlined in the Invitation To Submit Proposals and has determined that the firm of Sterling DiSanto & Associates, 145 West End Avenue, P. O. Box 977, Somerville, New Jersey 08876 meets the criteria; and

WHEREAS, the MCMUA Treasurer has certified that funds are available in the MCMUA Budget line item 7-02-6-900-925-228;

WHEREAS, the Authority has determined that the process utilized in selecting Sterling DiSanto & Associates meets 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 7th day of February, 2017 as follows:

1. The Executive Director of the Authority is authorized and directed to include Sterling DiSanto & Associates on the list of approved firms for appraisal services.
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Druetzler made a Motion to adopt Resolution No. 17-13 to Award Professional Appraisal Services and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval Resolution No. 17-14 Fixing The Meeting Dates:

RESOLUTION NO. 17-14
RESOLUTION FIXING MEETING DATES

BE IT RESOLVED by the Morris County Municipal Utilities Authority that through February 2018, Regular Meetings shall be held on March 7, 2017, April 11, 2017, May 9, 2017, June 6, 2017, July 11, 2017, August 8, 2017, September 12, 2017, October 10, 2017, November 6, 2017 (MONDAY), December 12, 2017, January 9, 2018 and February 6, 2018 (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 12, 2017 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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 17-14 Fixing Meeting Dates for 2017 and Dr. Nusbaum seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-15 regarding Acceptance of a Cash Management Plan For The Morris County Municipal Utilities Authority:

RESOLUTION NO. 17-15
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 17-15 Accepting A Cash Management Plan For The Morris County Municipal Utilities Authority and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-16 regarding the Open Public Meetings Act:

RESOLUTION NO. 17-16
RESOLUTION ON OPEN PUBLIC MEETINGS ACT PROCEDURES

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

WHEREAS, the New Jersey “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) All public meetings shall be noticed in accordance with the New Jersey Open Public Meetings Act found at N.J.S.A. 10:4-6 et seq.
- (2) Notices of any special meetings shall be prominently posted in at least one public place reserved for such or similar announcements.
- (3) The location for posting of notice of meetings shall be the 1st Floor Morris County Clerk’s Lobby of the Administration and Records Building, Court Street, Morristown, New Jersey.
- (4) The Morristown Daily Record is hereby designated as the official newspaper of the Morris County Municipal Utilities Authority.
- (5) The Morristown Daily Record and the New Jersey Star Ledger are hereby designated as the two newspapers to receive notice of special meetings, as necessary, it appearing that those newspapers are most likely to inform the local public of such meetings.
- (6) Notices of special meetings shall be filed with the clerk of Morris County.
- (7) Within seven (7) days following the annual reorganization meeting notice shall be posted containing a schedule of the regular meetings to be held during the succeeding year, in accordance with N.J.S.A. 10:4-8.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Reorganization Meeting held on February 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Dr. Nusbaum made a Motion to adopt Resolution No. 17-16 On Open Public Meetings Act Procedures and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-17 Authorizing Certain Payments by the Treasurer:

RESOLUTION NO. 17-17
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 coverage, County Self Insurance Liability coverage and Pension (PERS) obligations 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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 17-17 Authorizing Certain Payments by the Treasurer and Mr. Barry seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked for the Board's approval of Resolution No. 17-18 to Authorize the Defense and Indemnification of the Members and Employees of the MCMUA:

RESOLUTION NO. 17-18
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 7, 2017.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
Laura Szwak, Chairwoman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 17-18 Authorizing The Defense and Indemnification of the Members And Employees of the MCMUA and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

Chairwoman Szwak asked if the Board Members were happy with the committees they were assigned to and the Board replied they were fine with the assignments. 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 Laura Szwak, Chairwoman, James Barry, Vice Chair, Frank Druetzler and Glenn Schweizer.

There being no further business, the meeting was adjourned at 7:11 p.m. with the following Motion:

MOTION: Mr. Platt made a Motion to adjourn the Reorganization Meeting at 7:11 p.m. and Mr. Hudzik seconded the Motion.

ROLL CALL: AYES: 6 NAYES: NONE ABSTENTIONS: NONE

/mr

Marilyn Regner
Secretary