

MINUTES OF REORGANIZATION MEETING

FEBRUARY 11, 2019

The Reorganization Meeting of the Morris County Municipal Utilities Authority was held on February 11, 2019 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. Gindoff called the meeting to order followed by the flag salute and roll call.

PRESENT: Ms. Laura Szwak, Mr. James Barry, Dr. Arthur Nusbaum,
Mr. Christopher Dour, Mr. Frank Druetzler, Mr. Fletcher Platt,
Mr. Gene Feyl and Mr. William Hudzik.

ABSENT: Dr. Dorothea Kominos.

Also present were Larry Gindoff, Executive Director; Andrew Holt, MCMUA Consulting Engineer; Michael McAloon, Suburban Consulting Engineers; Larry Kaletcher, Treasurer; Marilyn Regner, Secretary; Andrew Brewer, Esq., Maraziti Falcon LLP; James Deacon, Solid Waste Coordinator; Liz Sweedy, District Recycling Coordinator; and John Krickus, Freeholder-liaison.

Executive Director Larry Gindoff welcomed some new attendees at our meeting. He welcomed John Krickus, who is our 2019 Freeholder-liaison, and appreciates him coming and looks forward to his input in our interactions throughout the year. He also welcomed Gene Feyl, as our new Board member, and appreciates his volunteering and serving on the Board.

Mr. Gindoff mentioned that last year the Board worked on the responsibilities and duties of a Board member and provided a copy of this document to Mr. Feyl for his information. He also provided a copy to Mr. Krickus.

Executive Director Larry Gindoff asked for nominations for Chairman. Mr. Druetzler moved that Mr. William Hudzik be nominated as Chairman and Mr. Dour seconded the Motion. There were no other nominations and there was a unanimous vote that nominations be closed.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik then asked for nominations for Vice Chairman. Mr. Druetzler moved that Mr. Christopher Dour 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: 8 NAYES: NONE ABSTENTIONS: NONE

The Board congratulated William Hudzik and Christopher Dour on their appointments.

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

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

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the approval of Resolution No. 19-06 for award of Professional Legal Services – General – Water And Solid Waste Divisions to Maraziti Falcon LLP:

RESOLUTION NO. 19-06
RESOLUTION TO AWARD PROFESSIONAL LEGAL SERVICES -
GENERAL – WATER AND SOLID WASTE DIVISIONS

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals for professional legal services – General – Water and Solid Waste Divisions - to be provided to the Authority from February 12, 2019 to February 11, 2020; and

WHEREAS, the Authority received one proposal submitted by Maraziti Falcon LLP; 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 01-1-900-923-245 and 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 11th day of February, 2019 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Maraziti Falcon LLP for legal services – General – Water and Solid Waste Divisions in accordance with their proposal dated January 16, 2019.

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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Dour made a Motion to adopt Resolution No. 19-06 to Award Professional Legal Services – General – Water And Solid Waste Divisions to Maraziti Falcon LLP and Ms. Szwak seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board’s approval of Resolution No. 19-07 to award Professional Auditing Services to Nisivoccia LLP:

RESOLUTION NO. 19-07
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 12, 2019 to February 11, 2020; and

WHEREAS, the Authority received one proposal submitted by Nisivoccia LLP; 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 01-1-900-925-228 and 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 11th day of February, 2019 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 8, 2019.
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.

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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 19-07 to Award Professional Auditing Services to Nisivoccia LLP and Mr. Feyl seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-08 to award Professional Engineering Services – Water Division to Suburban Consulting Engineers Inc.:

RESOLUTION NO. 19-08
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 12, 2019 to February 11, 2020; and

WHEREAS, the Authority received four proposals submitted by Suburban Consulting Engineers, Inc., Paulus, Sokolowski and Sartor, LLC, CME Associates, and Alaimo Group; 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 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 11th day of February, 2019 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 January 31, 2019.

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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Dour made a Motion to adopt Resolution No. 19-08 to Award Professional Engineering Services – Water Division to Suburban Consulting Engineers Inc. and Ms. Szwak seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board’s approval Resolution No. 19-09 to award Professional Legal Services – Labor – Personnel:

RESOLUTION NO. 19-09
RESOLUTION TO AWARD PROFESSIONAL LEGAL SERVICES –
LABOR – PERSONNEL

WHEREAS, the Morris County Municipal Utilities Authority (the "Authority") issued an Invitation To Submit Proposals for professional legal services – Labor – Personnel - to be provided to the Authority from February 12, 2019 to February 11, 2020; and

WHEREAS, the Authority received two proposals submitted by Trimboli & Prusinowski, LLC, and Schwartz Edelstein Law Group 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 Trimboli & Prusinowski, LLC, 268 South Street, Morristown, New Jersey 07960 which met or exceeded all criteria; and

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

WHEREAS, the Authority has determined that the process utilized in selecting Trimboli & Prusnowski LLC 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 11th day of February, 2019 as follows:

1. The Executive Director of the Authority is authorized and directed to sign an agreement with Trimboli & Prusnowski LLC for legal services in accordance with their proposal dated January 8, 2019.
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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Ms. Szwak made a Motion to adopt Resolution No. 19-09 to Award Professional Legal Services – Labor - Personnel and Mr. Barry seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval Resolution No. 19-10 to award Professional Appraisal Services:

RESOLUTION NO. 19-10 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 12, 2019 to February 11, 2020; 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 11th day of February, 2019 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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Dour made a Motion to adopt Resolution No. 19-10 to Award Professional Appraisal Services and Mr. Platt seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Mr. Gindoff mentioned that with respect to awarding a contract for the Solid Waste engineering services, which Richard A. Alaimo Engineering Company has been our solid waste consultant for the past several decades, due to the way the proposals came in when they were due on January 31, we weren't satisfied with the proposal that came in for the solid waste services and we re-issued the RFP for that due for February 20. We anticipate receiving and awarding at the March meeting.

Dr. Nusbaum asked what was the deficit or reason that it was rejected? Mr. Gindoff replied we did not receive one from Alaimo Engineering, which was an accident on their part, so he wanted to give another opportunity for them or anyone else to submit a proposal. We anticipate awarding that contract at the March meeting.

Mr. Feyl asked how many other proposals did you receive? Mr. Gindoff replied that we received one other proposal from a company that seems like they do mostly landfilling work, which we don't own a landfill, so he wasn't satisfied with that proposal that was French & Parullo Associates.

Chairman Hudzik asked for the Board's approval Resolution No. 19-11 Fixing The Meeting Dates:

RESOLUTION NO. 19-11
RESOLUTION FIXING MEETING DATES

BE IT RESOLVED by the Morris County Municipal Utilities Authority that through February 2019, Regular Meetings shall be held on March 12, 2019, April 9, 2019, May 7, 2019, June 11, 2019, July 9, 2019, August 6, 2019, September 10, 2019, October 8, 2019, November 12, 2019, December 10, 2019, January 7, 2020 and February 11, 2020 (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 10, 2019 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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 19-11 Fixing Meeting Dates for 2019 and Mr. Dour seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-12 regarding Acceptance of a Cash Management Plan For The Morris County Municipal Utilities Authority:

RESOLUTION NO. 19-12
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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Platt made a Motion to adopt Resolution No. 19-12 Accepting A Cash Management Plan For The Morris County Municipal Utilities Authority and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-13 regarding the Open Public Meetings Act:

RESOLUTION NO. 19-13
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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

By: _____
Marilyn Regner, Secretary

MOTION: Mr. Dour made a Motion to adopt Resolution No. 19-13 on Open Public Meetings Act Procedures and Dr. Nusbaum seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-14 Authorizing Certain Payments by the Treasurer:

RESOLUTION NO. 19-14
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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:
By: _____
Marilyn Regner, Secretary

MOTION: Mr. Druetzler made a Motion to adopt Resolution No. 19-14 Authorizing Certain Payments by the Treasurer and Mr. Dour seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-15 to Authorize the Defense and Indemnification of the Members and Employees of the MCMUA:

RESOLUTION NO. 19-15
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 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 19-15 Authorizing The Defense and Indemnification of the Members And Employees of the MCMUA and Mr. Druetzler seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board’s approval of Resolution No. 19-16 to Designate The Appointment Of A Qualified Purchasing Agent And Increase The Bid Threshold For Contracts Subject To Public Bidding Under The Local Public Contracts Law To \$40,000:

**RESOLUTION NO. 19-16
RESOLUTION OF THE MORRIS COUNTY MUNICIPAL UTILITIES AUTHORITY
TO DESIGNATE THE APPOINTMENT OF A QUALIFIED PURCHASING AGENT
AND INCREASE THE BID THRESHOLD FOR CONTRACTS SUBJECT TO PUBLIC
BIDDING UNDER THE LOCAL PUBLIC CONTRACTS LAW TO \$40,000**

WHEREAS, P.L. 2009, c. 166, codified at N.J.S.A. 40A:11-2 et seq., supplementing and amending Chapter 11 of Title 40A of the New Jersey Statutes allows local contracting units in New Jersey to create the position of Qualified Purchasing Agent; and

WHEREAS, the Morris County Municipal Utilities Authority desires to create the position of Qualified Purchasing Agent; and

WHEREAS, the Morris County Municipal Utilities Authority desires to appoint Shana O’Mara, who meets the statutory qualifications to hold the position; and

WHEREAS, N.J.A.C. 5:34-5.4 provides that a government unit which employs a Qualified Purchasing Agent can take advantage of the higher bid threshold of \$40,000.00 pursuant to N.J.S.A. 40A: 11-3(a) and grants the authorization to negotiate and award such contracts below the bid threshold; and

WHEREAS, the Morris County Municipal Utilities Authority desires to take advantage of the increased bid threshold.

NOW, THEREFORE, BE IT RESOLVED, by the Morris County Municipal Utilities Authority the position of Qualified Purchasing Agent is hereby created for the Morris County Municipal Utilities Authority; and

BE IT FURTHERED RESOLVED, as follows:

- 1) The Morris County Municipal Utilities Authority authorizes the appointment of Shana O'Mara as Qualified Purchasing Agent; and,
- 2) The Purchasing Agent shall possess a valid Qualified Purchasing Agent certificate, as issued by the New Jersey Division of Local Government Services, Department of Community Affairs; and,
- 3) The Purchasing Agent shall have the authority, responsibility and accountability for the purchasing activity for the Morris County Municipal Utilities Authority, to prepare public advertising for bids and to receive bids and requests for proposals for the provision or performance of goods, services and construction contracts on behalf of the Morris County Municipal Utilities Authority, and to award contracts permitted through New Jersey statutes and in accordance with the regulations, forms and procedures promulgated by state regulatory agencies in the name of the Morris County Municipal Utilities Authority, and conduct any activities as may be necessary or appropriate to the purchasing function of the Morris County Municipal Utilities Authority; and,
- 4) By the Morris County Municipal Utilities Authority, in the County of Morris, and the State of New Jersey that the Morris County Municipal Utilities Authority hereby increases the bid threshold for award of public contracts by the Morris County Municipal Utilities Authority, to \$40,000; and,

BE IT FURTHERED RESOLVED, that in accordance with N.J.A.C. 5:34-5.4, the Secretary to the Authority is hereby authorized and directed to forward a certified copy of this resolution and a copy of Shana O'Mara's certification to the Director of the Division of Local Government Services.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the meeting held on Monday, February 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Ms. Szwak made a Motion to adopt Resolution No. 19-16 Designating The Appointment Of A Qualified Purchasing Agent And Increase The Bid Threshold For Contracts Subject To Public Bidding Under The Local Public Contracts Law To \$40,000 and Mr. Dour seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik asked for the Board's approval of Resolution No. 19-17 to Designate A Public Agency Compliance Officer:

RESOLUTION NO. 19-17
RESOLUTION DESIGNATING
PUBLIC AGENCY COMPLIANCE OFFICER

WHEREAS, every public agency is required to designate a Public Agency Compliance Officer in accordance with N.J.A.C. 17:27-3.2.

NOW, THEREFORE BE IT RESOLVED, that Shana O'Mara, Qualified Purchasing Agent, is hereby appointed as the Public Agency Compliance Officer for the MCMUA to serve without salary for a term of one (1) year to expire on December 31, 2019.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Morris County Municipal Utilities Authority at the Regular Meeting held on February 11, 2019.

MORRIS COUNTY MUNICIPAL
UTILITIES AUTHORITY

By: _____
William Hudzik, Chairman

ATTEST:

Marilyn Regner, Secretary

MOTION: Mr. Barry made a Motion to adopt Resolution No. 19-17 Designating The Public Agency Compliance Officer and Mr. Dour seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

Chairman Hudzik 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 Fletcher Platt, Frank Druetzler, and Laura Szwak; Open Space Committee members are Laura Szwak, Gene Feyl and Larry Gindoff and the Executive Committee members are William Hudzik, Chairman, James Barry, Frank Druetzler and Larry Gindoff.

There being no further business, the meeting was adjourned at 7:15 p.m. with the following Motion:

MOTION: Mr. Platt made a Motion to adjourn the Reorganization Meeting at 7:15 p.m. and Dr. Nusbaum seconded the Motion.

ROLL CALL: AYES: 8 NAYES: NONE ABSTENTIONS: NONE

/mr

Marilyn Regner
Secretary