

REORGANIZATION MEETING MINUTES

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

February 19, 2025

Minutes of the Reorganization Meeting of the **Pequannock River Basin Regional Sewerage Authority** held on February 19, 2025, at the Borough of Butler. Chairman Verdonik called the meeting to order at approximately 6:00 p.m.

ROLL CALL

On roll call:

PRESENT : Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes

ABSENT : Commissioners Howard and Lampmann

ALSO PRESENT : Jamie Avagnano, Authority Administrator;
Steve Donati, P.E., CP Engineers and
Diane Alexander, Esq., Maraziti, Falcon, LLP

OPEN PUBLIC MEETING STATEMENT

Administrator Avagnano read the “Open Public Meeting Statement” indicating that adequate notice of the Authority’s regular meeting had been publicized in accordance with law by posting notice on the bulletin board at the Butler Municipal Building, by providing notice to the municipal clerks of Bloomingdale, Butler, Kinnelon, and Riverdale, and by providing notice to the official newspapers of the Authority. The statement also noted that the meeting information was available on the PRBRSA webpage for public access, provided to the municipal clerks and noticed in the Authority’s official newspapers.

RETIREMENT: Commissioner Verdonik mentioned that PRBRSA received notice of Commissioner Edwin Howard’s retirement from the Authority at the end of February. He emphasized Mr. Howard’s involvement in PRBRSA affairs with over 20 years of volunteer service as a Bloomingdale Representative.

REORGANIZATION MEETING

The reorganization meeting was called to order by Commissioner Verdonik who led the proceedings pending the election of officers.

1. ELECTION OF OFFICERS

Nominating Committee Chairman Voorman advised that, on discussion with the Committee, he is recommending reelection of the present slate and opened up the slate for discussion. Chairman Voorman moved to present the slate. That motion was seconded by commissioner Maybe and passed on an “all in favor vote”. Nominations are as follows:

Chairman: Raymond Verdonik
Vice Chairman: Robert Voorman
Secretary: Dave Desai
Treasurer: James Lampmann
Assistant Secretary: James Lampmann

Secretary Desai moved to approve the Slate of Officers as presented. That motion was seconded by Commissioner Mabey and approved unanimously upon the following roll call vote:

AYES : Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes
NAYS : None
ABSTAIN : None
ABSENT : Commissioners Howard and Lampmann

2. CONSENT AGENDA

The Board elected to adopt the reorganization meeting resolutions under consent agenda. Administrator Avagnano read the consent agenda resolutions aloud pertaining to reorganization matters as follows:

CONSENT AGENDA		<u>Resolution #</u>
1.	Resolution: Open Public Meeting Act	R-25-2-1
2.	Resolution: Official Depository	R-25-2-2
3.	Resolution: Appointment of Auditor	R-25-2-3
4.	Resolution: Appointment of General Counsel	R-25-2-4
5.	Resolution: Appointment of Bond Counsel	R-25-2-5
6.	Resolution: Appointment of Consulting Engineer	R-25-2-6
7.	Resolution: Designate Affirmative Action PACO	R-25-2-7
8.	Resolution: Designate Qualified Purchasing Agent	R-25-2-8
9.	Resolution: Indemnification of Members & Employees	R-25-2-9

Secretary Desai moved approval of the consent agenda as follows:

Resolution No. R-25-2-1

RESOLUTION

WHEREAS, The Open Public Meetings Act, Chapter 231 of the Laws of 1975, and more specifically, N.J.S.A. 10:4-8, requires all public bodies at least once a year and within seven (7) days of the Annual Organization Meeting of such body to arrange for the posting of a schedule of the regular meetings of the public body to be held during the succeeding year;

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority as follows:

1. The schedule of regular meetings of the Authority hereinafter set forth is hereby adopted:

SCHEDULE

Regular Meetings of the Pequannock River Basin Regional Sewerage Authority are held at the Borough of Butler Municipal Building, One Ace Road, Butler, New Jersey commencing at 6:00 p.m. unless otherwise noted.

Third Wednesday, Time: 6:00 pm
(Except as noted*)

2025

March 19, 2025

April 16, 2025

May 21, 2025

June 18, 2025

July 16, 2025

August 20, 2025

September 17, 2025

October 15, 2025

No Meeting in November*

December 3, 2025 (1st Wednesday)*

2026

January 21, 2026

February 18, 2026 (Reorg. Meeting)

2. The official newspapers of the Authority are:
 - A. Suburban Trends
 - B. North Jersey Herald and News

3. The Secretary is authorized to:
 - A. Post a copy of this Resolution on the bulletin board at the Authority's Office in the Butler Municipal Building.
 - B. Forward a copy of this Resolution to the Municipal Clerks of Butler, Bloomingdale, Kinnelon and Riverdale for posting in the public place in each community reserved for such notices.
 - C. Forward a copy of this Resolution to two newspapers, one of which shall be the official newspaper of the Authority.
4. This Resolution shall take effect as provided by law.

Resolution No. R-25-2-2

RESOLUTION

WHEREAS, the Pequannock River Basin Regional Sewerage Authority (hereinafter "Authority") proposes to designate official depositories for the funds of the Authority.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic in the State of New Jersey on this 19th day of February, 2025, as follows:

1. The following are designated as the official depositories of the Authority and are directed to honor all withdrawals made by check or withdrawal document signed by the Chairman or Vice Chairman and Treasurer, Secretary/Assistant Secretary, and Authority Administrator by direction of the Authority:

NEW JERSEY CASH MANAGEMENT FUND

WELLS FARGO, N.A.

2. The Authority hereby authorizes the execution and delivery of such authorization and forms as may be required by Wells Fargo, N.A. and NJCMF providing for deposits and payments as well as the filing of authenticated signatures of Authority officers and Authority Administrator as official signatures.
3. This Resolution shall take effect as provided by law.

Resolution No. R-25-2-3

RESOLUTION

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") is authorized by N.J.S.A. 40:14A-1 et seq. to retain such professional and technical advisors and experts as it may require; and

WHEREAS, there is a need to appoint professional consultants and advisors to provide services to the Authority during the year 2025 and until the next reorganization meeting of the Authority; and

WHEREAS, the PRBRSA desires to authorize Wielkotz & Company to undertake professional services as set forth in the proposal dated January 6, 2025 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$20,000.00 without additional authorization, and calculated on a time charged plus expense basis at the rates on file in the offices of the Authority; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40:11-1 et seq.) authorizes contracts for the provision of “ Professional Services,” which may be awarded without public advertising and competitive bidding, provided a brief notice of the nature, duration, service and amount of contract is published, and that the Resolution and contract are kept on file and available for public inspection.

WHEREAS, funds are available for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.02 and all supplements thereto, and other implementing resolutions of the Authority.”

WHEREAS, the foregoing services are “professional” services as in N.J.S.A. 40A:11-2(6) which are permitted to be contracted without public bidding as set forth in N.J.S.A 40A:11-5(1) (a) and as a “non-fair and open” contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Authority has determined that the value of the professional services will exceed \$17,500; and,

WHEREAS, the professional consultant named below has completed and submitted a Business Entity Disclosure Certification, which certifies that the firm has not made any reportable contributions to a political or candidate committee represented by an Authority member in the previous one year, and that the contract will prohibit the firm from making any reportable contribution through the term of the contract and a C.271 Political Contribution Disclosure Form; and

WHEREAS, the Business Disclosure Entity Certification, the C.271 Political Contribution Disclosure Form, and the Determination of Value has been placed on file with this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the State of New Jersey on this 19th day of February, 2025, as follows:

The Authority does hereby name and designate Wielkotz & Company of Pompton Lakes, New Jersey as Authority Auditor to provide auditing services as required, for a term of one year and in an amount not to exceed \$20,000.00 without additional authorization, and subject to the requirements of the Local Public Contracts Law, the Chairman is authorized to execute an agreement therewith for the provision of such service. This contract is awarded for the provision of professional services pursuant to N.J.S.A. 40A:11-5.

The Secretary is authorized and directed to cause a notice of this Resolution to be published in the official newspaper of the Authority concerning the appointment of the aforesaid auditor within ten (10) days of the date hereof. The aforesaid firm shall be paid from funds appropriated for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.02 and all supplements thereto, and other implementing resolutions of the Authority. An Agreement for services shall be on file and available for inspection by members of the public in accordance with law.

This Resolution shall take effect as provided by law.

Resolution No. R-25-2-4

RESOLUTION

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") is authorized by N.J.S.A. 40:14A-1 et seq. to retain such professional and technical advisors and experts as it may require; and

WHEREAS, there is a need to appoint professional consultants and advisors to provide services to the Authority during the year 2025 and until the next reorganization meeting of the Authority; and

WHEREAS, the PRBRSA desires to authorize Maraziti Falcon, LLP to undertake professional services as set forth in the proposal dated January 14, 2025 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$105,000 without additional authorization, and calculated on a time charged plus expense basis at the rates on file in the offices of the Authority; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40:11-1 et seq.) authorizes contracts for the provision of "Professional Services," which may be awarded without public advertising and competitive bidding, provided a brief notice of the nature, duration, service and amount of contract is published, and that the Resolution and contract are kept on file and available for public inspection.

WHEREAS, funds are available for these purposes in accordance with the duly adopted budget of the Authority, under line items 22.01 and 32.01 and all supplements thereto, and other implementing resolutions of the Authority."

WHEREAS, the foregoing services are "professional" services as in N.J.S.A. 40A:11-2(6) which are permitted to be contracted without public bidding as set forth in N.J.S.A 40A:11-5(1) (a) and as a "non-fair and open" contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Authority has determined that the value of the professional services will exceed \$17,500; and,

WHEREAS, the professional consultant named below has completed and submitted a Business Entity Disclosure Certification, which certifies that the firm has not made any reportable contributions to a political or candidate committee represented by an Authority member in the previous one year, and that the contract will prohibit the firm from making any reportable contribution through the term of the contract and a C.271 Political Contribution Disclosure Form; and

WHEREAS, the Business Disclosure Entity Certification, the C.271 Political Contribution Disclosure Form, and the Determination of Value has been placed on file with this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the State of New Jersey on this 19th day of February, 2025, as follows:

The Authority does hereby name and designate Maraziti Falcon, LLP of Cedar Knolls, New Jersey as Authority General Counsel to provide auditing services as required, for a term of one year and in an amount not to exceed \$105,000.00 without additional authorization, and subject to the requirements of the Local Public Contracts Law, the Chairman is authorized to execute an agreement therewith for the provision of such service. This contract is awarded for the provision of professional services pursuant to N.J.S.A. 40A:11-5.

1. The Secretary is authorized and directed to cause a notice of this Resolution to be published in the official newspaper of the Authority concerning the appointment of the aforesaid general counsel within ten (10) days of the date hereof. The aforesaid firm shall be paid from funds appropriated for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.01 and 32.01 and all supplements thereto, and other implementing resolutions of the Authority. An Agreement for services shall be on file and available for inspection by members of the public in accordance with law.

This Resolution shall take effect as provided by law.

Resolution No. R-25-2-5

RESOLUTION

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") is authorized by N.J.S.A. 40:14A-1 et seq. to retain such professional and technical advisors and experts as it may require; and

WHEREAS, there is a need to appoint professional consultants and advisors to provide services to the Authority during the year 2025 and until the next reorganization meeting of the Authority; and

WHEREAS, the PRBRSA desires to authorize Hawkins, Delafield & Wood to undertake professional services as set forth in the proposal dated December 23, 2024 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$25,000.00

without additional authorization, and calculated on a time charged plus expense basis at the rates on file in the offices of the Authority; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40:11-1 et seq.) authorizes contracts for the provision of “ Professional Services,” which may be awarded without public advertising and competitive bidding, provided a brief notice of the nature, duration, service and amount of contract is published, and that the Resolution and contract are kept on file and available for public inspection.

WHEREAS, funds are available for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.04 and all supplements thereto, and other implementing resolutions of the Authority.”

WHEREAS, the foregoing services are “professional” services as in N.J.S.A. 40A:11-2(6) which are permitted to be contracted without public bidding as set forth in N.J.S.A 40A:11-5(1) (a) and as a “non-fair and open” contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Authority has determined that the value of the professional services will exceed \$17,500; and,

WHEREAS, the professional consultant named below has completed and submitted a Business Entity Disclosure Certification, which certifies that the firm has not made any reportable contributions to a political or candidate committee represented by an Authority member in the previous one year, and that the contract will prohibit the firm from making any reportable contribution through the term of the contract and a C.271 Political Contribution Disclosure Form; and

WHEREAS, the Business Disclosure Entity Certification, the C.271 Political Contribution Disclosure Form, and the Determination of Value has been placed on file with this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the State of New Jersey on this 19th day of February, 2025, as follows:

The Authority does hereby name and designate Hawkins Delafield & Wood of Newark, New Jersey as Authority Bond Counsel to provide bond services as required, for a term of one year and in an amount not to exceed \$25,000.00 without additional authorization, and subject to the requirements of the Local Public Contracts Law, the Chairman is authorized to execute an agreement therewith for the provision of such service. This contract is awarded for the provision of professional services pursuant to N.J.S.A. 40A:11-5.

The Secretary is authorized and directed to cause a notice of this Resolution to be published in the official newspaper of the Authority concerning the appointment of the aforesaid bond counsel within ten (10) days of the date hereof. The aforesaid firm shall be paid from funds appropriated for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.04 and all supplements thereto, and other implementing resolutions of the

Authority. An Agreement for services shall be on file and available for inspection by members of the public in accordance with law.

This Resolution shall take effect as provided by law.

Resolution No. R-25-2-6

RESOLUTION

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") is authorized by N.J.S.A. 40:14A-1 et seq. to retain such professional and technical advisors and experts as it may require; and

WHEREAS, there is a need to appoint professional consultants and advisors to provide services to the Authority during the year 2025 and until the next reorganization meeting of the Authority; and

WHEREAS, the PRBRSA desires to authorize CP Engineers, LLC to undertake professional services as set forth in the proposal dated January 13, 2025 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$150,000.00 without additional authorization, and calculated on a time charged plus expense basis at the rates on file in the offices of the Authority; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40:11-1 et seq.) authorizes contracts for the provision of "Professional Services," which may be awarded without public advertising and competitive bidding, provided a brief notice of the nature, duration, service and amount of contract is published, and that the Resolution and contract are kept on file and available for public inspection.

WHEREAS, funds are available for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.03 and 32.02 and all supplements thereto, and other implementing resolutions of the Authority."

WHEREAS, the foregoing services are "professional" services as in N.J.S.A. 40A:11-2(6) which are permitted to be contracted without public bidding as set forth in N.J.S.A. 40A:11-5(1) (a) and as a "non-fair and open" contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Authority has determined that the value of the professional services will exceed \$17,500; and,

WHEREAS, the professional consultant named below has completed and submitted a Business Entity Disclosure Certification, which certifies that the firm has not made any reportable contributions to a political or candidate committee represented by an Authority member in the previous one year, and that the contract will prohibit the firm from making any reportable

contribution through the term of the contract and a C.271 Political Contribution Disclosure Form; and

WHEREAS, the Business Disclosure Entity Certification, the C.271 Political Contribution Disclosure Form, and the Determination of Value has been placed on file with this resolution.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the State of New Jersey on this 19th day of February, 2025, as follows:

The Authority does hereby name and designate CP Engineers LLC of Sparta, New Jersey as Authority Consulting Engineer to provide auditing services as required, for a term of one year and in an amount not to exceed \$150,000.00 without additional authorization, and subject to the requirements of the Local Public Contracts Law, the Chairman is authorized to execute an agreement therewith for the provision of such service. This contract is awarded for the provision of professional services pursuant to N.J.S.A. 40A:11-5.

The Secretary is authorized and directed to cause a notice of this Resolution to be published in the official newspaper of the Authority concerning the appointment of the aforesaid consulting engineer within ten (10) days of the date hereof. The aforesaid firm shall be paid from funds appropriated for these purposes in accordance with the duly adopted budget of the Authority, under line item 22.03 and 32.02 and all supplements thereto, and other implementing resolutions of the Authority. An Agreement for services shall be on file and available for inspection by members of the public in accordance with law.

Resolution No. R-25-2-7

RESOLUTION

WHEREAS, there exists a need for the designation of an official or employee to serve as a Public Agency Compliance Officer (P.A.C.O.) pursuant to N.J.A.C. 17:27 for Pequannock River Basin Regional Sewerage Authority; and

WHEREAS, the P.A.C.O. is the liaison official for matters concerning Affirmative Action as set forth in P.L. 1975, c.127 (N.J.A.C. 17:27); and

WHEREAS, the Authority desires to comply with the Affirmative Action requirements and wishes to maintain appropriate contracting procedures for the Pequannock River Basin Regional Sewerage Authority;

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic in the State of New Jersey on this 19th day of February, 2025, as follows:

1. The Authority does hereby appoint Jamie Avagnano, Administrator, as the Public Agency Compliance Officer for the Pequannock River Basin Regional Sewerage Authority.

2. The P.A.C.O. shall act as the liaison between the Authority and the New Jersey Department of the Treasury, Affirmative Action Office and shall take appropriate actions to maintain compliance with the Agency's contracting procedures to comply with the Affirmative Action regulations cited at N.J.A.C. 17:27.

3. The Administrator is authorized and directed to complete the appropriate notification form designating the P.A.C.O. and to forward the same to the Department of the Treasury.

4. This Resolution shall take effect as provided by law.

Resolution No. R-25-2-8

RESOLUTION APPOINTING A QUALIFIED PURCHASING AGENT (QPA) FOR THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

WHEREAS, P.O. 2009,c.166 amended Local Public Contracts Law by creating and formalizing the Qualified Purchasing Agent (QPA) program to permit contracting agencies with a QPA to take advantage of the higher bid threshold; and

WHEREAS, the Pequannock River Basin Regional Sewerage Authority desires to appoint a Qualified Purchasing Agent (QPA) in accordance with N.J.S.A.40A:11-9(b); and

WHEREAS, the Pequannock River Basin Regional Sewerage Authority Administrator has received the QPA license;

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority, Morris and Passaic Counties, State of New Jersey, that Jamie J. Avagnano is appointed as the PRBRSA Qualified Purchasing Agent (QPA) and is hereby authorized to exercise the duties of QPA including maintaining the \$44,000 bid threshold.

BE IT FURTHER RESOLVED that a Certified copy of this resolution and a copy of Jamie J. Avagnano's QPA certification be maintained in accordance with the Division of Local Government Services.

Resolution No. R-25-2-9

RESOLUTION TO AUTHORIZE THE DEFENSE AND INDEMNIFICATION OF THE MEMBERS AND EMPLOYEES OF THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

WHEREAS, there exists a need to protect the past and present members and employees of the Pequannock River Basin Regional Sewerage Authority ("PRBRSA") 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 PRBRSA, or any such members or employees, as the result of any action(s) or omission(s) relating to the duties of such member or employee to the PRBRSA; and

WHEREAS, the PRBRSA desires to provide such protection for its past and present members and employees 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 PRBRSA;

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic in the State of New Jersey on this 19th day of February, 2025 as follows:

1. The PRBRSA shall, to the extent permitted by law, provide a defense and indemnification to the past and present members and employees of the PRBRSA and, therefore, shall pay or otherwise reimburse the past and present members and employees of the PRBRSA 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 members 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 PRBRSA 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 PRBRSA of proper vouchers submitted therefore, but in no case shall the PRBRSA 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 purposes of this Resolution, the term "member" shall include any and all persons appointed by the governing bodies of the constituent municipalities pursuant to N.J.S.A. 40:14A-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 PRBRSA of the pendency of any such civil or criminal action for which payment or reimbursement is sought, at which time the PRBRSA shall by Resolution implement the provisions set forth herein.

5. It is within the sole discretion of the PRBRSA, 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 PRBRSA;
- b. Provide a defense by an attorney of the member or employee's choosing; or
- c. Assert the PRBRSA's right under any appropriate insurance policy which requires the insurer to defend and indemnify.

6. Notwithstanding the foregoing, the PRBRSA may refuse to provide for the defense or to indemnify any past or present member or employee of the PRBRSA in any action referred to above or 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 duties or was carried out in an individual capacity;
- b. The subject matter of any action brought by the PRBRSA 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. Nothing in this Resolution shall require the PRBRSA to pay for punitive or exemplary damages resulting from the commission of a crime, actual fraud, actual malice, willful misconduct or an intentional wrong. However, the PRBRSA may indemnify an official or employee for punitive or exemplary damages provided the Board determines the acts complained of did not constitute a crime, actual fraud, actual malice, willful misconduct or an intentional wrong. Such a determination shall be made by Resolution of the Board.

8. In the event a contested matter, to which this Resolution is applicable, is resolved by way of settlement, the PRBRSA 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.

9. It is the intention of this Resolution to set forth the policy of the PRBRSA with respect to the defense and indemnification of persons associated with the PRBRSA in the management of its affairs and business 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.

10. 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 the Authority.

11. This Resolution shall take effect as provided by law.

The Consent Agenda Motion was seconded by Vice Chairman Voorman and approved on the following roll call vote:

AYES : Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes

NAYS : None

ABSENT : Commissioners Howard and Lampmann

ABSTAIN : None

ANNUAL STATEMENT

There being no members of the public, the Board requested that the Annual Statement be included in the minutes and posted on the website as follows:

PRBRSA Annual Report

February 19, 2025

PRBRSA continues our mission to preserve and protect the Pequannock River Basin with 40 years of service to our member municipalities and the public through efficient and cost-effective means.

The Authority's member towns, Bloomingdale, Butler, Kinnelon and Riverdale, recognize the benefits of having a regional sewer system capable of supporting growth and development within our member municipalities while preserving the environment.

In 2024, PRBRSA completed our infrastructure maintenance and inspection projects which provided valuable information for upcoming capital projects.

Additionally, in 2024, PRBRSA began updating our GIS program to confirm the location and accessibility of our assets. The GIS program is currently underway and will be upgraded to a cloud-based format for use by our Members and Vendors in the field.

In 2024 PRBRSA was able to secure high interest rates for investment income. The interest from those investments allowed the Board to maintain minimal rate increases in 2025.

The PRBRSA Board continues to have a proactive outlook to maintain our infrastructure. PRBRSA is currently conducting new rehabilitation and maintenance programs to ensure continued effectiveness within the PRBRSA sewer infrastructure.

Respectfully submitted,
Raymond Verdonik, Chairman

ADOPTION OF MINUTES

1. Meeting Minutes: January 15, 2025

Commissioner Pellegrini moved acceptance of January 15, 2025, regular meeting minutes. That motion was seconded by Commissioner Mabey and approved on the following roll call vote:

AYES	:	Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes
NAYS	:	None
ABSENT	:	Commissioners Howard and Lampmann
ABSTAIN	:	None

OPERATIONAL REPORT

1. SYSTEM OPERATIONS

1.1 Flow Report

Chairman Verdonik referenced the January Flow Reports and Daily Flow Summaries noting that the flows are relatively low with the lack of significant rain or snow.

1.2 TBSA Flow Report (Budget vs. Actual)

Chairman Verdonik reported that PRBRSA's portion of the TBSA flows percentages remain lower than the other TBSA Participants at this time.

1.3 Boonton Avenue Summary Report

Steve Donati, PE addressed the Board on the summary findings of the Boonton Avenue CCTV contract performed in 2024. He advised that the review uncovered a few items to be addressed. Chairman Verdonik pointed out that Boonton Avenue was relined in 2015 with a portion of the pipe being replaced and that the poor pipe condition 9 years later was not expected.

A discussion ensued on causes, recommended remediation and criticality of the condition.

1.4 ARC GIS

Jamie Avagnano updated the Board on the status of the GIS upgrade. She advised that CP will be working with Brian Pumo, Licensed Operator under Contract OM-1 to verify manhole locations for field updates.

2. TBSA ACTIVITIES

2.1 Status Update

Vice Chairman Voorman reported that TBSA held their reorganization meeting on February 12th and reappointed the current slate. He also advised that there have been no known issues with the treatment plant.

3. TWA APPLICATIONS AND CONNECTION PERMITS

None

4. CONSTRUCTION CONTRACTS

4.1 Riverdale Lining Project

Steve Donati, P.E., reported that the I-Bank kickoff meeting was held earlier that day, and the application has been submitted. He mentioned that the next step would begin with the design and specification requirements.

4.2 Spiral Wound Lining Demonstration

Chairman Verdonik advised the Board that a field demonstration of a spiral wound liner application was available on February 25, 26 or March 10 and 11th and to please let Jamie know if any members would like to participate.

5. FINANCIAL MATTERS

5.1 Treasurer's Report: January 31, 2025

Vice Chairman Voorman presented the Treasurer's Report for the period ending January 31, 2025. Commissioner Mabey moved approval as presented.

That motion was seconded by Commissioner Wilkes and approved on the following roll call vote:

AYES : Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes

NAYS : None

ABSENT : Commissioners Howard and Lampmann

ABSTAIN : None

5.2 TBSA User Charge Credit

Following discussion, the Board agreed to retain the TBSA user charge credit for current and future O&M projects.

5.3 Audit 2024

Chairman Verdonik advised that 2024 Audit was completed with a clean report and requested a motion to approve the final audit.

Vice Chairman Voorman motioned to approve Audit Resolution R-25-2-10 as follows:

R-25-2-10

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

RESOLUTION

WHEREAS, N.J.S.A. 40A:5A-15 requires the governing body of each local authority to cause an annual audit of its accounts to be made, and

WHEREAS, the annual audit report for the fiscal year ended October 31, 2024 has been completed and filed with the Director of the Division of Local Government Services pursuant to N.J.S.A. 40A:5A-15, and

WHEREAS, N.J.S.A. 40A:5A-17 requires the governing body of each Authority to, within 45 days of receipt of the annual audit, certify by resolution to the Local Finance Board that each member thereof has personally reviewed the annual audit report, and specifically the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board, and

WHEREAS, the members of the governing body have received the annual audit and have personally reviewed the annual audit, and have specifically reviewed the sections of the annual audit report entitled "General Comments" and "Recommendations" in accordance with N.J.S.A. 40A:5A-17,

NOW, THEREFORE BE IT RESOLVED, that the governing body of the Pequannock River Basin Regional Sewerage Authority hereby certifies to the Local Finance Board of the State of New Jersey that each governing body member has personally reviewed the annual audit report for the fiscal year ended October 31, 2024, and specifically has reviewed the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board.

BE IT FURTHER RESOLVED that the Secretary of the Authority is hereby directed to promptly submit to the Local Finance Board the aforesaid group affidavit, accompanied by a certified true copy of this resolution.

That motion was seconded by Secretary Desai and approved on the following roll call vote:

AYES	:	Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes
NAYS	:	None
ABSENT	:	Commissioners Howard and Lampmann
ABSTAIN	:	None

6. **UNFINISHED BUSINESS**

6.1 **Easements**

Jamie Avagnano reported that she spoke with Butler Properties LLC on a new access agreement. She advised that the property owner is aware of the old agreement, and it is favorable to enter into a new agreement with PRBRSA.

6.2 **2025 EDU True Up**

Jamie Avagnano reported that the 2025 EDU True Up analysis preparation is underway.

7. **NEW BUSINESS**

7.1 **AEA Utilities Conference**

Chairman Verdonik advised that the AEA Utilities Conference is March 11-12th in Atlantic City and that any members interested in attending should reach out to Jamie.

8. CONSENT AGENDA

See Above

9. PAYMENT OF BILLS

9.1 Operating Request for Payment No. 449

Vice Chairman Voorman presented Operating Request for Payment No. 449. Commissioner Mabey moved approval as follows:

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY					
SUMMARY OF VOUCHERS FOR					
OPERATING EXPENSES					
Operating Request for Payment No. 449					
The following bills have been reviewed and are recommended for approval for payment at the February 19, 2025 meeting of the Authority from the Operating Account (Wells Fargo Bank Account 1425985):					
PRBRSA	VOUCHER	VOUCHER	PAYMENT		
ACCT. NO.	NO.	DATE	AMOUNT	CHECK PAYABLE TO	
1) ✓	24.05	OP-25-2-1	4/12/2024	\$ 250.00	Borough of Butler
2) ✓	33.01	OP-25-2-2	10/1/2024	\$ 2,942.00	Borough of Butler
3) ✓	24.07	OP-25-2-3	2/5/2025	\$ 219.72	J. Avagnano
4) ✓	33.01	OP-25-2-4	1/31/2025	\$ 4,680.00	CSL
5) ✓	22.01	OP-25-2-5	2/11/2025	\$ 897.00	Maraziti Falcon LLP
6) ✓	22.03	OP-25-2-6	2/10/2025	\$ 4,542.95	CP Engineers LLC
7) ✓	32.02	OP-25-2-7	2/10/2025	\$ 2,041.50	CP Engineers LLC
8) ✓	32.02	OP-25-2-8	2/10/2025	\$ 4,122.00	CP Engineers LLC
9) ✓	25.03	OP-25-2-9	2/19/2025	\$ 35.00	State Treasurer (QPA renewal)
10) ✓	24.04	OP-25-2-10	2/18/2025	\$ 46.46	Staples
11) ✓	33.01	OP-25-2-11	1/27/2025	\$ 17.13	Borough of Butler Electric
12) ✓	33.01	OP-25-2-12	12/9/2024	\$ 1,924.41	Hawkins Delafield & Wood (REISSUE LOST CK- OP-24-12-10)
TOTAL:			\$	<u>21,718.17</u>	

Vice Chairman Voorman seconded the motion which passed on the following roll call vote:

AYES : Chairman Verdonik, Commissioners Desai, Mabey, Pellegrini, Voorman and Wilkes

NAYS : None

ABSENT : Commissioners Howard and Lampmann

ABSTAIN : None

OPEN MEETING FOR PUBLIC COMMENT

The meeting was opened to the public. There being no public present, Chairman Verdonik closed the public portion of the meeting.

ADJOURNMENT

At approximately 6:30 pm, Vice Chairman Voorman moved to adjourn the regular meeting. That motion was seconded by Commissioner Mabey and approved unanimously on voice vote.

At approximately 6:30 pm, the meeting was adjourned.

Respectfully submitted,
Jamie Avagnano
Recording Secretary

Enclosure: Treasurer's Report for the period ending January 2025