MEETING MINUTES

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

September 12, 2012

Minutes of the regular meeting of the **Pequannock River Basin Regional Sewerage Authority** held on September 12, 2012 in the Conference Room at the Butler Municipal Building, One Ace Road, Butler, New Jersey. Chairman Voorman called the meeting to order at approximately 8:00 p.m.

ROLL CALL

On roll call:

PRESENT: Chairman Voorman, Commissioners Gall.

Lampmann, Metcalfe and Verdonik

ABSENT : Commissioner Howard

ALSO PRESENT: Christopher H. Falcon, Esq., Maraziti, Falcon &

Healey; and Daniel D. Kelly, P.E., Kelly

Engineering

OPEN PUBLIC MEETING STATEMENT

Chairman Voorman introduced 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.

ADOPTION OF MINUTES

1. Meeting Minutes: Regular Meeting – July 18, 2012

Vice Chairman Verdonik moved acceptance of the minutes of the July 18, 2012 regular meeting. That that motion was seconded by Commissioner Lampmann and approved unanimously on the following roll call vote:

AYES Chairman Voorman, Commissioners

Gall, Lampmann. Metcalfe and

Verdonik

NAYS None

ABSENT Commissioner Howard

ABSTAIN None

2. <u>Meeting Minutes: Regular Meeting – August 15, 2012</u>

Vice Chairman Verdonik moved acceptance of the meeting minutes for the August 15, 2012 regular meeting. That motion was seconded by Commissioner Gall and passed upon the following roll call vote:

AYES Chairman Voorman, Commissioners

Gall, Metcalfe and Verdonik

NAYS None

ABSENT Commissioner Howard

ABSTAIN Commissioner Lampmann

OPERATIONAL REPORT

1. System Operations

1.1 Flow Report

Mr. Kelly advised that the ADS flow metering data for August is not yet available yet the unedited data (i.e., Qgross) was available on the IntelliServe system. Referring to a summary tabulation of the Qgross flows for Meter P-2A and Meter P-4 along with the rain data for August, he noted that the flows remain at extremely low levels, possibly the lowest that the system has ever experienced. Related to that he noted the difference between both monitors which generally represents Riverdale's flow is also extremely low at 0.223 mgd.

Responding to Chairman Voorman's question, Mr. Kelly advised that ADS has replaced the temperature sensor at Meter P-4 which he indicated appears to be reading correctly as a result.

1.2 ADS Report on Flow Monitoring System

No change in status on this matter.

1.3 Contract No. OM-1 Renewal

Referring to his September 6, 2012 letter, Mr. Kelly advised that the Borough of Butler, the only bidder on the project, has proposed increases of 1.2% for the first year and a total of 2.4% through the second year with pricing of \$50,288 and \$50,888 for the first and second years, respectively. Following discussion Commissioner Metcalfe moved approval of the following resolution (**Resolution No. R-12-9-1**):

RESOLUTION AUTHORIZING CONTRACT NO. OM-1 RENEWAL WITH THE BOROUGH OF BUTLER

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") issued requests to the Boroughs of Butler and Bloomingdale for the submission of proposals for the renewal of Contract OM-1 being the Operation and Maintenance Contract for the regional interceptor facilities of the Authority; and

WHEREAS, the Authority received a proposal from the Borough of Butler for the period of October 1, 2012 through September 30, 2013 and the additional period of October 1, 2013 through September 30, 2014; and

WHEREAS, the Authority has reviewed the said proposal which provides for a total bid price of \$50,288.00 (Proposal A) for the first year and \$50,888.00 (Proposal B) for the second year; and

WHEREAS, the Authority Consulting Engineer has recommended approval of the submittal of the Borough of Butler in a letter dated September 6, 2012; and

WHEREAS, the Authority is satisfied that the bid of the Borough of Butler is reasonable and consistent with the cost anticipated for the provision of such services.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and the State of New Jersey on this 12th day of September, 2012 as follows:

- 1) The Chairman is authorized and directed to execute Contract OM-1 on behalf of the Authority with the Borough of Butler for the provision of the aforesaid services as provided in the form of Contract set forth in the bid documents in the amounts and for the time periods above set forth.
- 2) The Consulting Engineer shall provide a copy of the within Resolution to the Clerk of the Borough of Butler within 20 days of the date hereof.
- 3) This Resolution shall take effect as provided by law.

Commissioner Gall seconded the motion which passed unanimously on the following roll call vote:

AYES Chairman Voorman, Commissioners

Gall, Lampmann Metcalfe and

Verdonik

NAYS None

ABSENT Commissioner Howard

ABSTAIN None

2. TBSA Activities

2.1 Status Update

Chairman Voorman and Vice Chairman Verdonik reported on several matters at the Two Bridges Sewerage Authority as they affect Pequannock River Basin. Notably they advised that TBSA commissioned a report by Black & Veatch on the upgrades required to the existing incinerators in order to comply with new regulations promulgated by USEPA. They reported that the capital costs alone are on the order of \$15 million and that the operation and maintenance expense, actually the increase over the current O&M expense, is projected at approximately \$338,000 annually. Given the magnitude of the costs involved with the installation of air emission controls they indicated that it is highly probable that Two Bridges will need to find an alternative means of sludge disposal. They said options include contracting with the Passaic Valley Sewerage Commission or possibly with the Township of Parsippany/SynaGro which are currently developing a sludge treatment process at the existing Par/Troy treatment plant.

Commenting further on the possibility of decommissioning the existing incineration system, Chairman Voorman noted that that may offer an opportunity for Two Bridges to evaluate additional treatment alternatives since additional land area as well as space within the existing building currently being utilized for the incineration process would become available for wet process units

On the TBSA budget they advised that the projected increase is approximately 2% across the board yet slightly less for PRBRSA. They further noted that Two Bridges will be reducing the budgeted flow for Pequannock River Basin from 2.08 mgd to 2.03 mgd.

On the budgeted flow, Mr. Kelly reported that Mr. Bongiovanni advised that the extremely low flows thus far this year have significantly altered the relative proportion of flow contributions from each of the Two Bridges Participants. In fact, for Pequannock River Basin, he said that the minimum contractual flow of 1.85 mgd combined with the extremely low flows for the other Participants actually results in an increased charge for PRBRSA. Nonetheless, Two Bridges may offset that charge to some extent if not completely by application of net assets at the end of the year.

3. TWA Application and Connection Permits

3.1. TWA Application: Brown Court, Newberry Place Borough of Riverdale

Referring to several items in the file folders, Mr. Kelly said that an August 15 article in the Trends attributed to Mayor Budesheim a comment that "The mayor said he did reach out to the Sewerage Authority and was provided a verbal go ahead on the project." Mr. Kelly explained that that was an apparent reference to a conversation that he had had with the Mayor concerning the availability of reserve capacity that the Borough would need for the proposed sewer extension to service various areas of town. Given the importance of the matter, Mr. Kelly said he clarified the Authority's position by letter of September 6th which he noted the Mayor accepted as an appropriate explanation of the understanding that they both had previously reached.

3.2. TWA Application Paterson Hamburg Turnpike Borough of Riverdale

Referring to his conversation with Mayor Budesheim on a project approved several years ago for a pumping station, force main and sewer extensions within the easterly end of the Paterson Hamburg Turnpike, Mr. Kelly said that that project was intended to service several businesses in that area of town. He explained that the start-up of the facilities has been delayed for some reason but is now ready to be placed into operation. He said that Mayor Budesheim advised that he has referred the matter to Mr. Ryden, the Borough's sewer engineer, to provide the documentation that the Authority required as a part of its approval as a pre-condition to start-up.

4. Boonton Avenue Interceptor

4.1. Engineering Procurement RFP

Mr. Kelly advised there has been no change in status on this matter.

FINANCIAL REPORT

1. Treasurer's Report (Period Ending August 31, 2012)

Treasurer Lampmann presented the Treasurer's Report for the period ending August 31, 2012. Commissioner Gall moved acceptance of the Treasurer's Report as presented. That motion was seconded by Treasurer Lampmann which passed unanimously on the following roll call vote:

AYES : Chairman Voorman, Commissioners

Gall, Lampmann, Metcalfe and

Verdonik

NAYS : None

ABSENT : Commissioner Howard

ABSTAIN : None

2. 2012 Series N Bond Refunding

Reporting on the closing activities which concluded on September 6th. Mr. Kelly advised that Chairman Voorman, on the advice of the Authority's professionals, accepted the offer of RBC Capital Markets for pricing on the 2012 Series N Refunding Bonds. He noted that the refunded bond interest rates varied from 5.00% to 6.00% while the 2012 Series N refunding Bond rates are 3.00% and 4.00% with a true interest cost of 2.07105%. He explained that those bonds will refund all outstanding 1996 Series L Bonds along with outstanding 2002 Series M Bonds with the exception of the principal and interest payable on the 12/1/12 Series M Bond.

Mr. Kelly noted that RBC's final calculation of the net present value savings resulting from the refunding is approximately \$201,500. However, he explained that the refunding also results in a release of approximately \$277,000 of funds currently within the Bond Reserve Fund. He further explained that since that release of funds is a non-operating transaction, essentially a transfer of cash or cash-equivalents (assets) to reduce the par amount of the new bonds, that that \$277,000 amount is available for future budgets bringing the total savings to approximately \$479,000.

On discussing that point. Chairman Voorman suggested that the closing transactions should be reviewed by the Authority's auditor to confirm the projected savings. Agreeing, Mr. Kelly said that he would prepare calculations of the net effects of the bond refunding transactions on current and future budgets on both a cash and accrual basis and will request the auditor's review and verification of his calculations.

3. Refunding Impacts on FY 2013 Annual Budget

Mr. Kelly reported that he has analyzed in considerable detail the net effect of the refunding on the Authority's budgets from FY 2012 through FY 2015. In short, as indicated previously, he said that the net effect on the Authority's operating budgets will be a reduction over the entire term of the 2012 Series N Bonds through FY 2022 (12/1/21) of approximately \$479,000 which includes the Bond Reserve Fund release of \$277,000. Based on his initial calculations Mr. Kelly said that on a cash basis the effects on the FY 2013 budget are relatively minor, on the order of \$65,000 reduction in debt service with the balance primarily reducing debt service payable in FY 2014 and 2015 with the remaining minor savings spread out over through FY 2022.

Referring to his September 11th memorandum and related analyses. Mr. Kelly said that for the upcoming budget year, namely, FY 2013, the cash basis adjustment would be a reduction of \$65,509 while the accrual adjustment would be less at \$11,025 (Note: Following submission of the calculations to the Authority's auditor the revised figures for FY 2013 are a reduction in debt service of \$164,009.44 and \$127.503.36 on a cash and accrual basis, respectively, per Mr. Kelly's letter to the auditor dated September 25, 2012 with final calculations).

4. 1996 Series L and 2002 Series M Arbitrage Compliance Reports

Referring to Bond Counsel's September 5, 2012 proposal for preparation of an Arbitrage and Yield Restriction Compliance Report for the 1996 Series L Bonds and a second proposal for preparation of a comparable report for the 2002 Series M Bonds. Mr. Kelly recommended award of the contract for the pricing as proposed by Bond Counsel in accordance with his September 11th letter.

Following discussion, Commissioner Lampmann moved approval of the following resolution (**Resolution No. R-12-9-2**):

RESOLUTION AUTHORIZING THE PREPARATION BY AUTHORITY BOND COUNSEL OF ARBITRAGE COMPLIANCE REPORTS

WHEREAS, the Pequannock River Basin Regional Sewerage Authority ("the Authority") appointed the firm of Hawkins Delafield & Wood as Authority Bond Counsel for the year 2012: and

WHEREAS, the Authority requires the preparation of two arbitrage and yield restriction compliance reports in connection with the retired 1996 Series L Bonds and the 2002 Series M Bonds; and

WHEREAS, the Authority has received two proposals from Hawkins Delafield & Wood dated September 5, 2012 for the 1996 Series L Bond report and September 7, 2012 for the 2002 Series M Bond report which are acceptable to the Authority,

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and the State of New Jersey on this 12th day of September, 2012 as follows:

- 1. Bond Counsel is hereby authorized to prepare the aforesaid reports for a fee not-to-exceed \$2,250.00 for the 1996 Series L Report and for a fee not-to-exceed \$3.750.00 for the 2002 Series M Report.
- 2. This Contract is awarded as a Professional Service Contract and a copy of this Resolution is to be published in an official newspaper of the Authority within ten (10) days of the date hereof.
- 3. The Contract shall be available for public inspection at the Offices of the Authority and of the Clerks of Bloomingdale, Butler and Kinnelon upon its execution.
- 4. This Resolution shall take effect as provided by law.

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

AYES Chairman Voorman, Commissioners

Gall, Lampmann, Metcalfe and

Verdonik

NAYS None

ABSENT Commissioner Howard

ABSTAIN None

5. Arbitrage Rebate Reserve Procedures

Concerning current procedures for rebate of investment income earned on the Bond Reserve Fund for the 2002 Series M Bonds, due to yield restrictions and the need to rebate arbitrage profits to the IRS, Mr. Kelly said that those procedures will now be changed for the new 2012 Series N Refunding Bonds. He explained that the yield restriction on the Bond Reserve Fund will now effectively require rebates approximately four times as much as those required for the 2002 Series M Bonds. Accordingly, rather than transfer funds at year-end into a separate reserve for rebate purposes, he recommended a new procedure whereby his office will automatically transfer the investment income earned - in excess of that which can be retained - namely, the semi-annual arbitrage profit amounts from the Revenue Fund (following transfer to that account by the Trustee), to be tracked in a subaccount of the Revenue Fund. He advised that he would request that the Trustee follow the new procedure automatically on a semi-annual basis so that his office can then reflect those transfers on the Authority's Treasurer's Report.

6. Budgeted Flow Redistribution

Referring to his July 27th and August 14th reports. Mr. Kelly advised that he discussed the implications of the proposed budgeted flow redistribution with Riverdale Mayor Budesheim. He indicated that the Mayor said that he would prefer to have the billings reflect the total year charges as accurately as possible so accepted the proposed redistribution even though it will result in a significant Annual Charge increase at the beginning of the year for Riverdale knowing that the upfront increase would effectively reduce any amounts due at year-end when the final redistributed Annual Charges are calculated. That being the case, Mr. Kelly said that he will prepare the budget based on the redistribution originally proposed which includes for Riverdale a change from the present 0.250 mgd budgeted flow to 0.310.

7. Annual Budget: FY 2013

Referring to his September 12, 2012 letter transmitting a Pro-Forma of the FY 2013 Annual Budget along with a Budget Summary as well as a summary of the changes from the budget as approved at the August 15, 2012 meeting, Mr. Kelly explained the nature and scope of the proposed changes. Substantively he indicated that while there will be significant debt service savings in FY 2013, on the order of \$65,000, and greater savings at year-end based on his preliminary calculations of the accrual adjustments, the proposed budget returns to the philosophy of increasing the Annual Charges annually to something less than the state-imposed property tax cap on the towns of 2.0%. He explained that following a conference with Chairman Voorman and Treasurer Lampmann along with Mr. Falcon prior to the meeting that the August 15th budget was amended to that reflected by the September 12, 2012 version. In short, he said that that would increase revenues and appropriations by \$60,000 or 1.1% and the Annual Charges

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to the towns by \$90,000 or 1.8%. However, due to the flow redistribution discussed above, he said the individual increases and decreases to the towns will be substantially different with Kinnelon's charges reduced by approximately 9% while Riverdale's would increase by almost 12%.

Following discussion the Board requested that the budget be prepared for consideration of formal adoption at the October 17, 2012 meeting reflecting the changes as set forth by the September 12th version modified to include the flow redistribution along with any effects resulting from the auditor's review of the bond refunding's effect on the budget.

8. Forward Delivery Agreement/Guaranteed Investment Contract

Based on his discussions with Rick Barnes, Vice President of US Bank, as Trustee, Mr. Kelly said that the calculations that his office has made on the investment earnings on the 2002 Series M Forward Delivery Agreements/Guaranteed Investment Contracts versus and those of US Bank are still somewhat in conflict to the extent of as much as \$5500. However, based on an analysis of the Bank's calculations, Mr. Kelly said it appears to be a timing issue, the difference being that the bank's calculations are on a calendar year basis whereas the Authority's calculations are on a fiscal year basis.

As a practical matter Mr. Kelly advised that the investment income earnings are reasonably close to the amounts guaranteed by the Forward Delivery Agreements and further that it would not be practical to go back to Wachovia or, for that matter, to US Bank to recover any unpaid amounts, if there were any, going back to 2002 when the Series M Bonds were issued. Consequently he said that the investment income generated from 2002 to the closing on the 2012 Series N Bonds as of September 6, 2012 is now a closed issue.

UNFINISHED BUSINESS

None

NEW BUSINESS

None

PAYMENT OF BILLS

1. Operating Budget

Mr. Kelly explained that there are two bill lists to be considered for approval, namely, Operating Request for Payment No. 306A and Operating Request for Payment No. 306B. He said that the second list pertains to the issuance costs related to the 2012 Series N Bond Refunding which costs will be reimbursed through the bond proceeds from those bonds. He further advised that other issuance costs approved at prior meetings will be tallied to track the total issuance costs for reimbursement from the Series N bond proceeds.

1.1 Operating Request for Payment No. 306A (September)

Treasurer Lampmann moved approval of Operating Request for Payment No. 306A as presented:

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

SUMMARY OF VOUCHERS FOR OPERATING EXPENSES

Operating Request for Payment No. 306A

The following bills have been reviewed and are recommended for approval for payment at the **September 12, 2012** meeting of the Authority from the Operating Account (Wells Fargo Bank Account 1425985).

	PRBRSA	VOUCHER	VOUCHER		PAYMENT	
	ACCT. NO.	<u>NO.</u>	<u>DATE</u>	<u> A</u>	<u>AMOUNT</u>	CHECK PAYABLE TO
1)	24.05	OP-12-9-1	3/17/2012	\$	250.00	Borough of Butler
2)	33.03	OP-12-9-2	9/1/2012	\$	50.00	Navitend
3)	32.06	OP-12-9-3	8/27/2012	\$	889.51	Hatch Mott MacDonald
4)	22.01	OP-12-9-4	08/23/12	\$	2,895.40	Maraziti, Falcon & Healey
5)	22.03	OP-12-9-5	9/7/2012	\$	10,400.00	Kelly Engineering
6)	32.02	OP-12-9-6	9/7/2012	\$	2,809.95	Kelly Engineering
7)	24.07	OP-12-9-7	9/7/2012	\$	174.95	Kelly Engineering
8)	33.03	OP-12-9-8	08/03/12	\$	17.96	Borough of Butler-Electric Dept.
9)	24.07	OP-12-9-9	8/2/2012	\$	49.55	North Jersey Media Group
10)	24.07	OP-12-9-10	8/2/2012	\$	123.50	North Jersey Media Group

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11)	33.03	OP-12-9-11	8/1/2012	\$ 50.00	Navitend
12)	33.03	OP-12-9-12	8/23/2012	\$ 29.48	Verizon
13)	33.03	OP-12-9-13	8/28/2012	\$ 33.18	Verizon
14)	33.03	OP-12-9-14	8/28/2012	\$ 33.18	Verizon
15)	33.03	OP-12-9-15	7/28/2012	\$ 57.50	Verizon
16)	33.03	OP-12-9-16	8/4/2012	\$ 33.18	Verizon
17)	26.01	OP-12-9-17	9/6/12	\$ 2,500.00	US Bank
18)	24.04	OP-12-9-18	9/5/12	\$ 109.50	The Tab Group

TOTAL: <u>\$ 20,506.84</u>

That motion was seconded by Vice Chairman Verdonik and was approved unanimously on the following roll call vote:

AYES : Chairman Voorman, Commissioners

Gall, Lampmann, Metcalfe and

Verdonik

NAYS : None

ABSENT : Commissioner Howard

ABSTAIN : None

1.2 Operating Request for Payment No. 306B (September)

Treasurer Lampmann moved approval of Operating Request for Payment No. 306B as presented:

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

SUMMARY OF VOUCHERS FOR OPERATING EXPENSES *

Operating Request for Payment No. 306B

2012 SERIES N REFUNDING BOND ISSUANCE COSTS

*[To Be Reimbursed From Bond Proceeds]

The following bills have been reviewed and are recommended for approval for payment at the **September 12, 2012** meeting of the Authority from the Operating Account (Wells Fargo Bank Account 1425985):

	PRBRSA	VOUCHER	VOUCHER	PA	YMENT	
	ACCT. NO.	<u>NO.</u>	<u>DATE</u>	<u>A</u>	<u>MOUNT</u>	CHECK PAYABLE TO
1)	22.05	OP-12-9-1B	9/6/2012	\$	750.00	US Bank
2)	22.05	OP-12-9-2B	9/6/2012	\$	4,000.00	Riker Danzig
3)	22.05	OP-12-9-3B	9/6/2012	\$	7,500.00	Kutak Rock
4)	22.05	OP-12-9-4B	08/28/12	\$	9,500.00	Moodys Investor Services
5)	22.05	OP-12-9-5B	7/23/2012	\$	3,367.57	Kelly Engineering
6)	22.05	OP-12-9-6B	817/2012	\$	2,965.75	Kelly Engineering
7)	22.05	OP-12-9-7B	8/23/2012	\$_	2,610.00	Maraziti Falcon & Healey

TOTAL: <u>\$ 30,693,32</u>

That motion was seconded by Vice Chairman Verdonik and was approved unanimously on the following roll call vote:

AYES: Chairman Voorman, Commissioners

Gall, Lampmann, Metcalfe and

Verdonik

NAYS : None

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ABSENT : Commissioner Howard

ABSTAIN : None

OPEN MEETING FOR PUBLIC COMMENT

There being no members of the public present, Chairman Voorman dispensed with the public participation portion of the meeting.

ADJOURNMENT

Vice Chairman Verdonik moved for adjournment at approximately 8:40 pm. That motion was seconded by Commissioner Lampmann and was approved unanimously on voice vote.

At approximately 8:40 pm, the meeting was adjourned.

Respectfully submitted.

Daniel D. Kelly, P.E Recording Secretary

Enclosure: Treasurer's Report for the period ending August 31, 2012

c:minutes/Minutes-September 2012