

MEETING MINUTES

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

February 21, 2024

Minutes of the Reorganization Meeting of the **Pequannock River Basin Regional Sewerage Authority** held on February 21, 2024 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, Howard, Lampmann, Mabey, Pellegrini, Voorman and Wilkes

ABSENT : None

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

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.

OATH OF OFFICE

Diane Alexander, Esq. performed the Oath of Office for Commissioner Sean Mabey, Kinnelon Representative for a term of 5 years. The Board thanked Commissioner Mabey for his continued commitment to PRBRSA.

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 Howard advised that, on discussion with the Committee, he is recommending reelection of the present Officers. Chairman Howard presented the Slate of Officers for discussion. There being no further nominations Committee Chairman Howard presented the Slate of Officers as follows:

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

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

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

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-24-2-1
2.	Resolution: Official Depository	R-24-2-2
3.	Resolution: Appointment of Auditor	R-24-2-3
4.	Resolution: Appointment of General Counsel	R-24-2-4
5.	Resolution: Appointment of Bond Counsel	R-24-2-5
6.	Resolution: Appointment of Consulting Engineer	R-24-2-6
7.	Resolution: Designate Affirmative Action PACO	R-24-2-7
8.	Resolution: Designate Qualified Purchasing Agent	R-24-2-8
9.	Resolution: Indemnification of Members & Employees	R-24-2-9
10.	Resolution: Office Lease – 2024/2026	R-24-2-10
11.	Resolution: By-Laws	R-24-2-11

Commissioner Howard referenced the revised By-Laws to which Diane Alexander, Esq. replied that the By-laws were updated to reflect Riverdale as a Member Municipality as well as the revised meeting time and quorum requirements.

Commissioner Howard moved approval of the consent agenda as follows:

Resolution No. R-24-2-1

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.

2024

March 20, 2024
April 17, 2024
May 15, 2024
June 19, 2024
July 17, 2024
August 21, 2024
September 18, 2024
October 16, 2024
No Meeting in November*
December 4, 2024 (1st Wednesday)*

2025

January 15, 2025
February 19, 2025 (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-24-2-2

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 21st day of February, 2024, 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.
- Certified to be a true copy of a Resolution enacted at a duly convened public meeting of the Pequannock River Basin Regional Sewerage Authority held on February 21, 2024.

Resolution No. R-24-2-3

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 2024 and until the next reorganization meeting of the Authority; and

WHEREAS, the PRBRSA desires to authorize Wielkott & Company to undertake professional services as set forth in the proposal dated January 8, 2024 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$17,000.00 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 21st day of February, 2024, as follows:

The Authority does hereby name and designate Wielkocz & 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 \$17,000.00 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-24-2-4

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 2024 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 December 26, 2023 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 21st day of February, 2024, 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, the 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-24-2-5

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 2024 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 13, 2023 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$5,000.00 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 21st day of February, 2024, 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 5,000.00 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-24-2-6

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 2024 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 15, 2024 and available on file at the offices of the Authority, for a term of one year and in an amount not to exceed \$125,000.00 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 21st day of February, 2024, 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 \$125,000.00 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.

This Resolution shall take effect as provided by law.

Resolution No. R-24-2-7

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 21st day of February, 2024, 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-24-2-8

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 position of Purchasing Agent was previously held under a Shared Services Agreement with the Borough of Butler; 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-24-2-9

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 21st day of February, 2024 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.

Resolution No. R-24-2-10

**RESOLUTION TO AUTHORIZE LEASE AGREEMENT WITH
THE BOROUGH OF BUTLER**

WHEREAS, the Pequannock River Basin Regional Sewerage Authority (hereinafter "the Authority") previously negotiated an agreement with the Borough of Butler to lease 150 square feet for office space; and

WHEREAS, pursuant to N.J.S.A. 40:14A-7 the Authority is authorized to acquire interests in real property necessary for the purposes of the Authority; and

WHEREAS, pursuant to N.J.S.A. 40:A12-14 a lease between an Authority and a municipality is exempt from the requirements of public advertisement and bidding; and

WHEREAS, the Authority finds that it is in the interest of the Authority to extend its present lease and to enter into a new lease which includes the following terms:

Rental Property: 150 sq. ft. at 1 Ace Road, Butler, New Jersey
Rent and Term: April 1, 2024 to March 31, 2026 (two years)
\$250.00 per month = \$6,000.00 for the full term; and

WHEREAS, the Mayor and Council of the Borough of Butler have approved a new lease on the above terms by Resolution dated February 6, 2024.

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 21st day of February, 2024, as follows:

1. The Chairman of the Authority is authorized to execute a lease on behalf of the Authority with the Borough of Butler in a form reviewed by the Authority Attorney and upon the above terms.

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

Resolution No. R-24-2-11

**RESOLUTION AMENDING BY-LAWS REGARDING MEMBERSHIP OF
RIVERDALE AND MEETING NOTICE, TIME AND QUORUM**

WHEREAS, the provisions of the Sewerage Authorities Law, and particularly N.J.S.A. 40:14A-7(11), authorize the Pequannock River Basin Regional Sewerage Authority (hereinafter the “Authority”) to make By-Laws and regulations for the management of its business and affairs, and to amend the same from time to time; and

WHEREAS, the Authority desires to amend its By-Laws to reflect the addition of the Borough of Riverdale as a Member and Participant and to establish a quorum commensurate therewith, as well as, update the meeting time and to allow for notice of Special Meetings to be sent via email and posted on the Webpage of the Authority. Lastly, the Authority desires to authorize the Chairman and/or the Administrator to execute contracts, deeds, legal documents and other instruments made by or with the Authority.

NOW, THEREFORE, BE IT RESOLVED, by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and State of New Jersey, on this 21st day of February, 2024 as follows:

1. The By-Laws of the Authority are hereby amended to revise Article I entitled “Authority” to read as follows:

The name of the Authority shall be THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY, created by the Boroughs of Bloomingdale, Butler and Kinnelon. The Borough of Riverdale became a Member Municipality and a Participant in the Authority upon the enactment of Ordinances, by all members, and adoption of a resolution by the Authority, in accord with N.J.S.A. 40:14A-4(m)(i), and upon the filing of a certified copy of the Ordinances duly certified together with a certified copy of the Resolution of the Authority with the Secretary of State and upon the execution of the 2020 Amended and Restated Service Contract by all Member Municipalities.

2. The By-Laws of the Authority are hereby amended to revise Article V entitled “Chairman and Vice Chairman” to read as follows:

1. The Chairman shall preside at all meetings of the Authority. Except as otherwise authorized by Resolution of the Authority, the Chairman and/or the Administrator shall sign all contracts, deeds, legal documents and other instruments made by or with the Authority.

2. The Vice-Chairman shall possess such powers and perform such duties as may be assigned from time to time by the Authority and in the absence or incapacity of the Chairman assume and perform all duties and powers of the Chairman.

3. The presiding officer of any meeting of the Authority, including the Chairman or Vice Chairman, shall have the right to vote.

3. The By-Laws of the Authority are hereby amended to revise Article X entitled “Meetings of the Authority” to read as follows:

1. The Annual Meeting of the Authority, and the election and appointment of officers and for the transaction of any other business shall be held on the date set for the February meeting of each year, commencing at 6:00 p.m. or such time as the Authority shall subsequently determine by the adoption of a Resolution which shall be published in accordance with law.

2. Regular meetings shall be held monthly without notice at the Municipal Building, in the Borough of Butler, New Jersey, on a certain day in a certain week, which day and week are to be set by Resolution of the Authority.

3. All Annual and Regular Meetings of the Authority, and any continued or adjourned sessions thereof shall be general meetings opened for transactions of any business of the Authority without special notice of said business. All such meetings may be held without notice to the members of the Authority other than these By-Laws. If the date specified for any such meeting is a legal holiday, then such meeting shall be held at such time as the Authority may designate.

4. Special Meetings of the Authority may be called by the Secretary on request of the Chairman or Vice-Chairman or by any two members of the Authority and shall be held at the date and time specified in such call, upon forty-eight hours' notice, which may be given by mail, email, telegraph, or telephone, to each member of the Authority, and shall be posted on the webpage of the Authority, specifying the date, time and business of the meeting. Save as provided in Paragraph 5 of this Article, no business shall be transacted at any special meeting except that set out in the notice of Special Meeting. Meetings for the transaction of business may be held at any time without notice if all members are present and consent to such meeting.

5. All meetings of the Authority shall be held at the principal office of the Authority or at such other place as the Authority may expressly approve. Any or all notice of any meeting of the Authority may be waived by any member of the Authority, and any meeting of which notice shall have been so waived by each member of the Authority shall be a general meeting, that is to say, open for transaction of any business without special notice of such business.

4. The By-Laws of the Authority are hereby amended to revise Article X entitled "Quorum" to read as follows:

1. The powers of the Authority shall be vested in the members, who shall each bear the title of Commissioner or Member of the Authority.

2. Five members shall constitute a quorum for the purposes of conducting the Authority's business and exercising its powers and for all other purposes.

3. When a quorum is in attendance, all questions shall be determined by a vote of the members present. The affirmative vote of at least a majority of the members in attendance shall be necessary to take action except as noted in Section 4.

4. In the case of the approval of capital expenditure, each member community must be represented in the vote. In the absence of both members from one community, the vote must be deferred to the next regular meeting at which time a majority of the members present may decide the issue.

5. The voting on all questions coming before the Authority shall be by voice vote as follows:

a. Roll Call vote on Resolutions, Election of Officers, Payment of Bills, Capital Expenditures and such other topics required by law to be adopted by Roll Call vote.

b. Yeas and Nays without identification of the votes of Members by Roll Call vote.

- c. In the event that the Chair is unable to determine which side has prevailed on a vote by the yeas and nays, or at the request of any Member present, a Roll Call vote shall then be taken and recorded.
5. The Administrator is authorized and directed to provide a copy of this Resolution to the Clerks of Bloomingdale, Butler, Kinnelon and Riverdale within thirty (30) days of the date hereof.
6. This Resolution has been adopted in accordance with the provisions of Article XIII “Amendments.”
7. This Resolution shall take effect as provided by law.

That motion was seconded by Treasurer Lampmann and passed on the following roll call vote:

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

3. ANNUAL STATEMENT

Chairman Verdonik referenced the annual statement in the file folders, commenting that all Members should have read the FY 2023 audit comments and recommendations noting a clean audit.

ADOPTION OF MINUTES

1. Meeting Minutes: January 17, 2024

Treasurer Lampmann moved acceptance of the minutes of the December 6, 2023 regular meeting. That motion was seconded by Vice Chairman Voorman and approved on the following roll call vote:

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

OPERATIONAL REPORT

1. SYSTEM OPERATIONS

1.1 Flow Report

Chairman Verdonik referenced the January Flow Report, noting that there was considerable rain again which caused the TBSA plant to exceed capacity.

Treasurer Lampmann pointed out that the January monthly averages seemed to be unusual in that with the month showing similar rain as in December, for January the Bloomingdale flows were down and Riverdale's flows were up. Secretary Desai added that the meter records are showing opposite effects of the surges. Steve Donati, P.E., mentioned that Meter P-2A may be experiencing wave conditions that would affect the meter or other disturbances causing the flow spikes.

Commissioner Howard suggested placing a device in the meter that could record the conditions within the meter chamber. The Board agreed that would be useful if the technology was available.

The Board again agreed that it was the best decision to move to EDU billing methods given the variations in the meter readings.

Steve advised he would follow up with CSL on the matter.

1.1.1 I/I Investigations

Steve Donati, P.E. confirmed that from discussions at the January 17th meeting, his firm is finalizing the I/I Study by municipality and asked if there were further comments prior to issuance. The Board agreed that no further discussion was required.

1.2 TBSA Flow Report (Budget vs. Actual)

Chairman Verdonik advised that due to extremely high flows based upon the heavy rainfalls during January, there were several days when the flow meters exceeded their maximum flow rates. TBSA has removed the flow readings for all Participants that occurred during these events. On review of the PRBRSA/TBSA actual flows to date, PRBRSA appears to be in a stable position in relation to the other TBSA member towns. He added that he believed that Fairfield has the highest percentage of flow to date.

2. TBSA ACTIVITIES

2.1 Status Update

Vice Chairman Voorman reported that along with the information provided by Chairman Verdonik on the flow metering adjustments, TBSA has also secured the new union contract with negotiated labor costs.

Commissioner Desai questioned the status of the Service Contract revisions regarding PRBRSA's 1.85 mgd minimum flow. Vice Chairman Voorman replied that TBSA has shelved the agreement for a future date as PRBRSA and the other TBSA Members were at a stalemate regarding the removal of the PRBRSA minimum flow language.

3. TWA APPLICATIONS AND CONNECTION PERMITS

3.1 TWA Application Riverdale Phase 5 Sewer Extension Borough of Riverdale

As the Settlement Agreement has not been received, Administrator Avagnano advised that the Riverdale TWA was still on hold.

3.2 Residential Connection Arch Angle Apartments, LLC Borough of Butler

Ms. Avagnano reported that PRBRSA received a residential connection application for a 15 unit apartment. However, on further review it was determined that a PRBRSA application was not required. However, she reported that during review of the PRBRSA rules and regulations she and Steve Donati, PE concluded that those documents should be updated and clarified to avoid any differences in the language. Commissioner Mabey requested the timeline on the revisions to which a Jamie responded that she anticipated that the schedules would be reviewed and updated in 2024. Diane Alexander, Esq. added that a public hearing would be advertised and held prior to adoption of the revised rates and charges.

4. CONSTRUCTION CONTRACTS

4.1 Riverdale Lining Project

Steve Donati advised that CP Engineers is beginning the due diligence work on researching the appropriate methods of relining the Riverdale Interceptor project. In response to Vice Chairman Voorman's question, Steve said that he anticipates the recommended method will be determined within the next few months so that

bid documents can be completed in 2024 with secured financing so the lining project can occur in 2025. He stated that work should proceed in a timely fashion as the work is inevitable and delaying will only cause further damage to the pipe.

Vice Chairman Voorman questioned what the normal course of deterioration is and assumed it depended mostly on conditions. Steve agreed, stating that a major factor is whether the sewage is aerobic or anaerobic and the resultant release of hydrogen sulfide gas. He noted that ‘septic’ sewage and a buildup of gasses can cause rapid decay. Steve also noted that the PRBRSA pipe has fared very well given it has provided 40 years of service without any repairs.

5. FINANCIAL MATTERS

5.1 Treasurer’s Report: January 31, 2024

Treasurer Lampmann presented the Treasurer’s Report for the period ending January 31, 2024 and moved acceptance of the Treasurer’s Report as presented.

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

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

5.2 Audit 2023

Chairman Verdonik reported that the PRBRSA received a “Clean” audit for FY 2023 and requested a motion to move the audit resolution.

Vice Chairman Voorman moved R-24-2-12 for the FY 2023 audit as follows:

R-24-2-12

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, 2023 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, 2023, 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 Treasurer Lampmann and approved on the following roll call vote:

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

NAYS : None

ABSENT : None

ABSTAIN : None

6. UNFINISHED BUSINESS

6.1 Unauthorized Connection – Riverdale Claim

Secretary Desai reported that the Borough of Riverdale approved a resolution authorizing execution of the Settlement Agreement as received from PRBRSA.

A brief discussion ensued.

7. NEW BUSINESS

7.1 Boonton Avenue Interceptor CCTV/Cleaning – Engineering

Steve Donati referenced his proposal for engineering design, bidding, inspection and reporting for CCTV/Cleaning of the Boonton Avenue Interceptor. He added that the specification will also include the line within Bloomingdale under the river that was previously cleaned in 2020 during the winter months yet recommended another video/cleaning due to the location of the line. Chairman Verdonik asked when the Boonton Avenue line was last inspected, to which Steve replied the work was completed in 2017 which also included partial lining.

Treasurer Lampmann moved R-24-2-13 as follows:

Resolution No. R-24-2-13

RESOLUTION AUTHORIZING A PROFESSIONAL SERVICES CONTRACT WITH CP ENGINEERS, LLC RELEVANT TO BOONTON AVE INTERCEPTOR INSPECTION SERVICES

WHEREAS, the Pequannock River Basin Regional Sewerage Authority (“Authority”) has identified a need for the performance of Professional Engineering Services for Design Services, Bid Phase Services, Construction Administration and Field Services, and Final Report

Preparation in connection with the cleaning and CCTV inspection of its Boonton Avenue Interceptor; and

WHEREAS, the Authority has received and reviewed a proposal dated February 12, 2024 (the “Proposal”) from Stephen E. Donati, P.E., CP Engineers, LLC for the provision of such services for a cost not to exceed \$48,600.00; 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 that 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; and

WHEREAS, the Authority desires to authorize CP Engineers, LLC to perform the work set forth in the Proposal; and

WHEREAS, sufficient funds are available for these purposes in line item 32.02.

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and State of New Jersey, on this 21st day of February, 2024, as follows:

1. The Chairman is authorized and directed to execute an agreement between CP Engineers, LLC and the Authority for the performance of Professional Engineering Services, to perform the work set forth in the Proposal dated February 12, 2024 relevant to the cleaning and CCTV inspection of its Boonton Avenue Interceptor, for a cost not to exceed \$48,600.00 without further authorization by the Authority. A notice of this Resolution shall be published in accordance with N.J.S.A. 40A:11-5 (l)(a)(i).
2. This Resolution shall take effect immediately.

That motion was seconded by Commissioner Mabey and passed on the following roll call vote:

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

7.2 PFAS Liability Protection Act

Chairman Verdonik referenced a proposed letter to be sent Senator Booker regarding PRBRSA requesting support for S.1430, introduced by Sen. Cynthia Lummis, which would provide water/sewer utilities with statutory protection from liability under CERCLA/RCRA relative to PFAS compounds.

Diane Alexander, Esq. summarized the proposed PFAS/PFOS legislation adding that CERCLA/RCRA currently include “cradle to grave” liability for the remediation of pollution, meaning that all of those persons or entities in the “chain” from the time a pollutant is produced until the time it is no longer hazardous, including passive entities such as PRBRSA, are held liable for its cleanup. S.1430 seeks to establish an exemption to CERCLA Liability for passive entities such as PRBRSA.

A discussion ensued.

7.3 AEA Spring Conference

Chairman Verdonik advised that the AEA Utility Conference is March 12-13 in Atlantic City and that if any members are interested to please contact Jamie.

Chairman Verdonik also mentioned that the WEFTEC Conference is scheduled for October in New Orleans and encouraged members to attend.

8. CONSENT AGENDA

See above

9. PAYMENT OF BILLS

9.1 Operating Request for Payment No. 438

Treasurer Lampmann presented Operating Request for Payment No. 438 and moved approval as follows:

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY				
SUMMARY OF VOUCHERS FOR				
OPERATING EXPENSES				
Operating Request for Payment No. 438				
The following bills have been reviewed and are recommended for approval for payment at the				
February 21, 2024 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-24-2-1	3/31/2023 \$ 250.00	Borough of Butler
2)	33.01	OP-24-2-2	10/1/2022 \$ 2,884.00	Borough of Butler
3)	24.07	OP-24-2-3	2/5/2024 \$ 208.04	J. Avagnano
4)	33.01	OP-24-2-4	2/9/2024 \$ 2,680.00	CSL
5)	22.01	OP-24-2-5	2/6/2024 \$ 1,891.50	Maraziti Falcon LLP
6)	22.01	OP-24-2-6	2/6/2024 \$ 136.50	Maraziti Falcon LLP
7)	22.03	OP-24-2-7	2/7/2024 \$ 5,634.50	CP Engineers LLC
8)	32.02	OP-24-2-8	2/7/2024 \$ 1,102.50	CP Engineers LLC
9)	34.01	OP-24-2-9	2/5/2024 \$ 3,785.18	NYS&W RR (license annual fee)
10)	22.02	OP-24-2-10	2/5/2024 \$ 15,500.00	Wielkotz & Co.
11)	24.03	OP-24-2-11	1/31/2024 \$ 132.00	Jamie Avagnano
12)	25.02	OP-24-2-12	1/24/2024 \$ 50.00	Institute for Professional Development
13)	25.02	OP-24-2-13	2/7/2024 \$ 50.00	Institute for Professional Development
14)	33.03	OP-24-2-14	1/25/2024 \$ 13.60	Borough of Butler Electric
15)	33.03	OP-24-2-15	1/31/2024 \$ 4.09	JCP&L
16)	25.02	OP-24-2-16	2/21/2024 \$ 50.00	Institute for Professional Development
TOTAL:			\$ 34,371.91	

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

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

NAYS : None

ABSENT : None

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 6:42 pm, Commissioner Mabey moved to adjourn the regular meeting. That motion was seconded by Treasurer Lampmann and approved unanimously on voice vote.

At approximately 6:42 pm, the meeting was adjourned.

Respectfully submitted,

Jamie Avagnano

Jamie Avagnano,
Recording Secretary

Enclosure: Treasurer's Report for the period ending January 2024