

MINUTES OF THE REORGANIZATION MEETING
THE SOMERSET RARITAN VALLEY SEWERAGE AUTHORITY
FEBRUARY 4, 2013

Minute 1 - Opening of Meeting

The Reorganization Meeting of The Somerset Raritan Valley Sewerage Authority, held at the Authority Administrative Office on Monday, February 4, 2013, was called to order at 8:10 P.M. by the Chairman, Edward J. Machala.

Minute 2 - Open Public Meetings Announcement – Assistant Executive Director/Facility Engineer

The Open Public Meetings Announcement was read by the Assistant Executive Director/Facility Engineer, Ronald Anastasio.

Minute 3 - Roll Call

Arthur Quade	Absent	Richard Mathews	Present
Richard DeLuca	Present	Michael Merdinger	Present
Carlos Mosquera	Absent	Joseph J. Lifrieri	Present
Philip Petrone	Present	Michael Impellizeri	Present
Peter F. Stires	Present	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Present

Professional Staff

Glen D. Petrauski, Executive Director	Absent
John S. Thompson, Plant Superintendent	Present
Anthony Tambasco, Maintenance Supervisor	Present
Thomas Laustsen, CDM Smith, Consulting Engineer	Present
Joseph J. Maraziti, Jr., Esq. MFH, General Counsel	Present
Ronald Anastasio, P.E., Assist. Exec. Dir./Facility Engineer	Present
Norma A. Smullen, Office/Human Resources Manager	Absent
Peter Wozniak, Chief Financial Officer	Present

Also in attendance was Roberta Lake, Administrative Assistant.

Minute 4 - Pledge of Allegiance

All in attendance recited the Pledge of Allegiance

Minute 5 – Oath of Office – Attorney Maraziti administered the Oaths of Office to Mr. Lifrieri, Commissioner (Township of Bridgewater), Philip Petrone, Commissioner (Borough of Manville) and Peter Stires, Commissioner (Borough of Somerville). Mr. Merdinger, Commissioner (Hillsborough Township Municipal Utilities Authority) was sworn in prior to the Regular Board Meeting.

Minute 6 - Report of the Nominating Committee

Mr. Petrone reported the Slate of Officers being recommended by the Nominating Committee for 2013 as follows:

Chairman: Edward Machala
Vice-Chairman: Peter F. Stires

Secretary: Arthur Quade
Treasurer: Gail Quabeck

Minute 7 - Election of Officers

Upon motion of Mr. DeLuca, second of Mr. Petrone, nominations were closed and the above Slate of Officers was accepted and the officers were elected to their respective office by the following roll call vote:

Arthur Quade	Absent	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Michael Impellizeri	Yes
Peter F. Stires	Yes	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Yes

Minute 8 - Oaths of Officers - 2013 Officers

Attorney Maraziti administered the Oaths of Office to the 2013 Officers as follows: Chairman: Edward Machala and Vice Chairman: Peter F. Stires. Due to their absence, Ms. Quabeck and Mr. Quade will be sworn in at a later date.

Copies of the Oaths of Office are attached hereto and made part of the Official Minutes.

Minute 9 - Resolutions for Consideration and Possible Formal Action

Chairman Machala stated that a number of resolutions necessary to conduct Authority business in FY 2013 needed approval by the Board of Commissioners.

- a. Res. No. 13-0204-1 - Resolution Appointing The Firm Of Maraziti, Falcon & Healey, L.L.P. As The Authority's General Counsel
- b. Res. No. 13-0204-2 - Resolution Appointing The Firm Of Maraziti, Falcon & Healey, L.L.P. As The Authority's Environmental Counsel
- c. Res. No. 13-0204-3 - Resolution Appointing The Firm Of Suplee, Clooney & Company As The Authority's Auditor
- d. Res. No. 13-0204-4 - Resolution Appointing The Firm Of CDM Smith Inc. As The Authority's Consulting Engineer
- e. Res. No. 13-0204-5 - Resolution Appointing The Firm Of Chavond-Barry Engineering Corp. As The Authority's Thermal Engineer
- f. Res. No. 13-0204-6 - Resolution Appointing The Firm Of Hawkins, Delafield & Wood, L.L.P. As The Authority's Bond Counsel
- g. Res. No. 13-0204-7 - Resolution Appointing Matthew J. Giacobbe, Esq. Of The Firm Of Cleary Giacobbe Alfieri & Jacobs LLC As The Authority's Negotiator/Labor Attorney
- h. Res. No. 13-0204-8 - Resolution Appointing The Firm Of Municipal Capital Management, L.L.C. As The Authority's Financial Advisor

- j. Res. No. 13-0204-10 – Resolution Appointing Karl E. Monninger Of The Firm Of KEMS LLC As The Authority’s Air Quality/Air Emission Monitoring/Regulatory Compliance Consultant

Upon motion of Mr. Stires, second of Mr. Mathews, the above Resolutions (Res. No. 13-0204-1 through Res. No. 13-0204-10 [a-j]; except Res. No. 13-0204-9 [i]) were approved (as amended) by consent resolution after a brief discussion whereby Attorney Maraziti added an amendment to Item #2 “based upon the terms and conditions of the submitted proposal” by the following roll call vote:

Arthur Quade	Absent	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Michael Impellizeri	Yes
Peter F. Stires	Yes	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Yes

Copies of the resolutions are attached hereto and made part of the Official Minutes.

- i. Res. No. 13-0204-9 - Resolution Appointing James F. Cosgrove, Jr., P.E., Of The Firm Of Kleinfelder/Omni As The Authority’s Water Quality Engineering Consultant

Prior to the adoption of Res. No. 13-0204-9 (i), Attorney Maraziti stated that the following amendment would be added to Item #2 “based on terms and conditions of the submitted proposal at the 2013 hourly billing rate and not the multiplier rate of 3.0%.

Upon motion of Mr. Lifrieri, second of Mr. Impellizeri, the above resolution, as amended) was approved by the following roll call vote:

Arthur Quade	Absent	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Michael Impellizeri	Yes
Peter F. Stires	Yes	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Yes

A copy of the resolution is attached hereto and made part of the Official Minutes.

- k. Res. No. 13-0204-11 - Resolution Authorizing The Adoption Of Bylaws
 l. Res. No. 13-0204-12 - Resolution Establishing Meeting Dates For Regular Meetings And The Reorganization Meeting
 m. Res. No. 13-0204-13- Resolution Authorizing Mailing of Meeting Notices and Fees
 n. Res. No. 13-0204-14 - Resolution Establishing Official Signatures Necessary To Conduct Authority Business
 o. Res. No. 13-0204-15 - Resolution Establishing Official Newspapers
 p. Res. No. 13-0204-16 - Resolution Establishing Official Hours and Holiday Schedule
 q. Res. No. 13-0204-17 - Resolution Establishing The Official Depositories
 r. Res. No. 13-0204-18 - Resolution Authorizing The Executive Director And The Chief Financial Officer To Make Investments Of The Authority's Funds In Accordance With The 1958 Bond Resolution
 s. Res. No. 13-0204-19 - Resolution Authorizing Disbursements

- t. Res. No. 13-0204-20 - Resolution Establishing A Cash Management Plan For Authority Funds And Investments
- u. Res. No. 13-0204-21 - Resolution Adopting An Indemnification Policy
- v. Res. No. 13-0204-22 - Resolution Establishing The Executive Director And The Chief Financial Officer As Purchasing Agents
- w. Res. No. 13-0204-23 - Resolution Establishing The Executive Director As Public Agency Compliance Officer (P.A.C.O.)
- x. Res. No. 13-0204-24 – Resolution Establishing Ms. Quabeck As The New Jersey Utility Authorities Joint Insurance Fund (JIF) Representative
- y. Res. No. 13-0204-25 – Resolution Establishing The Authority’s Policy Regarding Conference Attendance

Upon motion of Mr. Petrone, second of Mr. Impellizeri, the above Resolutions (Res. No. 13-0204-11 through Res. No. 13-0204-25 [k-y]) were approved by consent resolution by the following roll call vote:

Arthur Quade	Absent	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Michael Impellizeri	Yes
Peter F. Stires	Yes	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Yes

Copies of the resolutions are attached hereto and made part of the Official Minutes.

Minute 10 - Chairman’s Comments - Chairman Machala expressed his thanks to everyone for coming.

Minute 11– Communications - No comments.

Minute 12 - Adjournment

Upon motion of Mr. Petrone, second of Mr. Mathews, the Reorganization Meeting was adjourned at 8:20 P.M. by the following roll call vote:

Arthur Quade	Absent	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Michael Impellizeri	Yes
Peter F. Stires	Yes	Gail Quabeck	Absent
Carolann Garafola	Absent	Robert Albano	Absent
Herbert Vollers	Absent	Edward Machala	Yes

