

MINUTES OF THE REORGANIZATION MEETING  
THE SOMERSET RARITAN VALLEY SEWERAGE AUTHORITY  
FEBRUARY 6, 2012

Prior to the opening of the meeting, Attorney Brent Carney administered the Oath of Office to the following Commissioners regarding their appointment/reappointment to the Board of Commissioners: Richard DeLuca, Borough of Raritan; Carolann Garafola, Warren Township Sewerage Authority; Carlos Mosquera, Warren Township Sewerage Authority and Gail Quabeck, Hillsborough Township Municipal Utilities Authority

Minute 1 - Opening of Meeting

The Reorganization Meeting of The Somerset Raritan Valley Sewerage Authority, held at the Authority Administrative Office on Monday, February 6, 2012, was called to order at 7:02 P.M. by the Executive Director.

Minute 2 - Open Public Meetings Announcement - Executive Director

The Open Public Meetings Announcement was read by the Executive Director, Glen D. Petruski.

Minute 3 - Roll Call

<u>Present</u>	<u>Absent</u>		<u>Present</u>	<u>Absent</u>	
<u>X</u>	_____	Arthur Quade	_____	<u>X</u>	Peter Van Riper
<u>X</u>	_____	Richard DeLuca	<u>X</u>	_____	Robert McCray
<u>X</u>	_____	Carlos Mosquera	<u>X</u>	_____	Joseph J. Lifrieri
<u>X</u>	_____	Philip Petrone	_____	_____	Rudolph Nowak (Not Sworn In)
<u>X</u>	_____	Peter F. Stires	<u>X</u>	_____	Gail Quabeck
<u>X</u>	_____	Carolann Garafola	<u>X</u>	_____	Robert Albano
_____	<u>X</u>	Herbert Vollers	<u>X</u>	_____	Edward J. Machala
Professional Staff					
<u>X</u>	_____	Glen D. Petruski, Executive Director			
<u>X</u>	_____	John S. Thompson, Plant Superintendent			
<u>X</u>	_____	James L. Brandes, P.E., Camp Dresser & McKee, Consulting Engineer			
_____	<u>X</u>	Joseph J. Maraziti, Esq., Maraziti, Falcon & Healey, LLP, General/Environmental Counsel			
<u>X</u>	_____	Ronald Anastasio, Assistant Executive Director/Facility Engineer			
_____	<u>X</u>	Norma A. Smullen, Office/Human Resources Manager			
_____	<u>X</u>	Peter Wozniak, Chief Financial Officer			

Others in attendance were: Anthony Tambasco, Maintenance Supervisor; Michael Ingenito, Second Shift Supervisor; Roberta Lake, Administrative Assistant and Rudolph Nowak, Manville Resident.

Minute 4 - Pledge of Allegiance

All in attendance recited the Pledge of Allegiance

Minute 5 – Oath of Office – As per the directive of Attorney Carney, the Oaths of Office were administered prior to the opening of the meeting.

Minute 6 - Report of the Nominating Committee

Mr. Petrone reported the Slate of Officers being recommended by the Nominating Committee for 2012 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. Petrone, second of Ms. Quabeck, 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	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

Minute 8 - Oaths of Officers - 2012 Officers

Brent Carney, Esq. administered the Oaths of Office to the 2012 Officers as follows: Chairman: Edward Machala; Vice Chairman: Peter F. Stires; Secretary: Arthur Quade and Treasurer: Gail Quabeck.

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 2012 needed approval by the Board of Commissioners.

- a. Res. No. 12-0206-1 - Resolution Appointing The Firm Of Maraziti, Falcon & Healey, L.L.P. As The Authority's General Counsel

Upon motion of Ms. Quabeck, second of Mr. Quade, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- b. Res. No. 12-0206-2 - Resolution Appointing The Firm Of Maraziti, Falcon & Healey, L.L.P. As The Authority's Environmental Counsel

Upon motion of Mr. Stires, second of Mr. Quade, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- c. Res. No. 12-0206-3 - Resolution Appointing The Firm Of Suplee, Clooney & Company As The Authority's Auditor

Upon motion of Mr. Petrone, second of Ms. Garafola, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- d. Res. No. 12-0206-4 - Resolution Appointing The Firm Of CDM Smith As The Authority's Consulting Engineer

Upon motion of Ms. Quabeck, second of Mr. Quade, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- e. Res. No. 12-0206-5 - Resolution Appointing The Firm Of Chavond-Barry Engineering Corp. As The Authority's Thermal Engineer

Upon motion of Mr. Machala, second of Mr. Stires, the above resolution was approved by the following roll call vote after Mr. Lifrieri stated that he felt the multiplier was too high:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	No
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- f. Res. No. 12-0206-6 - Resolution Appointing The Firm Of Hawkins, Delafield & Wood, LLP As The Authority's Bond Counsel

Upon motion of Ms. Quabeck, second of Mr. Stires, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- g. Res. No. 12-0206-7 - Resolution Appointing Matthew J. Giacobbe, Esq. of the firm of Cleary Giacobbe Alfieri & Jacobs LLC as The Authority's Negotiator/Labor Attorney

Upon motion of Mr. Petrone, second of Ms. Garafola, the above resolution was approved by the following roll call vote after a brief discussion. The question was raised as to the Authority's labor issues for this year. Mr. Petrauski reported that the Authority was looking to settle on a two-year contract, freeze on salaries, and make only those changes to the current expired contract as required by Chapter 78 regarding laws relating to health and pension benefits. Roll call was as follows:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- h. Res. No. 12-0206-8 - Resolution Appointing The Firm Of Municipal Capital Management, L.L.C. As The Authority's Financial Advisor

Upon motion of Mr. Quade, second of Ms. Quabeck, the above resolution was approved by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- i. Res. No. 12-0206-9 - Resolution Appointing James F. Cosgrove, Jr., P.E., Of The Firm Of Omni Environmental LLC, As The Authority's Water Quality Engineering Consultant

Upon motion of Mr. Petrone, second of Ms. Quabeck, the above resolution was approved by the following roll call vote after Mr. Lifrieri stated that he was unable to obtain the information he required to vote on this appointment. The roll call vote was as follows:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	No
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	No
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

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

- j. Res. No. 12-0206 -10 - Resolution Authorizing The Adoption Of Bylaws
- k. Res. No. 12-0206-11 - Resolution Establishing Meeting Dates For Regular Meetings And The Reorganization Meeting
- l. Res. No. 12-0206-12- Resolution Authorizing Mailing of Meeting Notices and Fees
- m. Res. No. 12-0206-13 - Resolution Establishing Official Signatures Necessary To Conduct Authority Business
- n. Res. No. 12-0206-14 - Resolution Establishing Official Newspapers
- o. Res. No. 12-0206-15 - Resolution Establishing Official Hours and Holiday Schedule
- p. Res. No. 12-0206-16 - Resolution Establishing The Official Depositories
- q. Res. No. 12-0206-17 - 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
- r. Res. No. 12-0206-18 - Resolution Authorizing Disbursements
- s. Res. No. 12-0206-19 - Resolution Establishing A Cash Management Plan For Authority Funds And Investments
- t. Res. No. 12-0206-20 - Resolution Adopting An Indemnification Policy
- u. Res. No. 12-0206-21 - Resolution Establishing The Executive Director And Chief Financial Officer As Purchasing Agents
- v. Res. No. 12-0206-22 - Resolution Establishing The Executive Director As Public Agency Compliance Officer (P.A.C.O.)
- w. Res. No. 12-0206-23 – Resolution Establishing Ms. Quabeck As The New Jersey Utility Authorities Joint Insurance Fund (JIF) Representative
- x. Res. No. 12-0206-24 – Resolution Establishing The Authority's Policy Regarding Conference Attendance

Upon motion of Mr. Stires, second of Mr. Quade, the above Resolutions (Res. No. 12-0206-10 through Res. No. 12-0206-24) were approved by consent resolution after a brief discussion regarding Res. No. 12-0206-10 [updating of the Bylaws] as well as a correction to the listing of municipalities and customers on Res. No. 12-0206-11 [Akzo Nobel SPG LLC is now Linque] by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes

Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		

Copies of the above referenced resolutions (Res. No. 12-0206-10 through Res. No.12-0206-24) are attached hereto and made part of the Official Minutes.

Minute 10 - Chairman's Comments - Chairman Machala, on behalf of the entire Board, extended a welcome to the newly appointed Board Members and stated that the various Board Committee appointments would be made at a later date.

Minute 11- Communications - No additional comments.

Minute 12 - Adjournment

Upon motion of Mr. Petrone, second of Mr. Stires, the Reorganization Meeting was adjourned at 7:15 P.M. by the following roll call vote:

Arthur Quade	Yes	Peter Van Riper	Absent
Richard DeLuca	Yes	Robert McCray	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Yes
Philip Petrone	Yes	Gail Quabeck	Yes
Peter F. Stires	Yes	Robert Albano	Yes
Carolann Garafola	Yes	Edward J. Machala	Yes
Herbert Vollers	Absent		