

MINUTES OF THE REORGANIZATION MEETING
THE SOMERSET RARITAN VALLEY SEWERAGE AUTHORITY
FEBRUARY 6, 2017

Prior to the Opening of the Meeting, Attorney Maraziti administered the Oath of Office to Steven Mlenak as Commissioner, Township of Branchburg.

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, 2017, was called to order at 7:33 P.M. by the Chairman, Edward J. Machala.

Minute 2 - Open Public Meetings Announcement –Executive Director

The Open Public Meetings Announcement was read by the Executive Director, Ronald Anastasio.

Minute 3 - Roll Call

Todd Hay	Present		
Richard DeLuca	Present	Edward Machala	Present
Louis Esposito, Jr.	7:36 p.m.	Richard Mathews	Present
Philip Petrone	Absent	Michael Impellizeri	Absent
Peter F. Stires	Present	Gail Quabeck	Present
Carolann Garafola	Absent	Robert Albano	Present
Steven Mlenak	Present	Joseph J. Lifrieri	Present

Professional Staff

Ronald S. Anastasio, Executive Director	Absent
Anthony Tambasco, Plant Superintendent	Present
Michael Ingenito, Chief Plant Operator	Present
Sherwin Ulep, Facility Engineer	
Eleanor Hoffman, Asst. Engineer/Regulatory Compl. Officer	
Linda Hering, Human Resources Manager	
Peter Wozniak, Chief Financial Officer	
Donna O'Shea, Administrative Assistant	
Thomas Laustsen, CDM Smith, Consulting Engineer	Present
Joseph J. Maraziti, Jr., Esq. MFH, General Counsel	Present

Others

Robert Butvilla, Auditor, Suplee Clooney & Co.

Minute 4 - Pledge of Allegiance

All in attendance recited the Pledge of Allegiance

Minute 5 – Oath of Office – Administered Prior to the Meeting

Minute 6 - Report of the Nominating Committee

Mr. Mathews, Chairman of the Nominating Committee, reported the Slate of Officers being recommended by the Nominating Committee for 2017 is as follows:

Chairman: Peter F. Stires
Vice-Chairman: Joseph J. Lifrieri

Secretary: Richard DeLuca
Treasurer: Gail Quabeck

Chairman Machala asked if there were any nominations from the floor. Hearing none, he declared the nominations Closed.

Minute 7 - Election of Officers

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

Todd Hay	Yes	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Absent	Joseph J. Lifrieri	Absent
Philip Petrone	Absent	Michael Impellizeri	Absent
Edward Machala	Yes	Gail Quabeck	Yes
Carolann Garafola	Absent	Robert Albano	Yes
Steven Mlenak	Yes	Peter Stires	Yes

Minute 8 - Oaths of Officers - 2013 Officers

Attorney Maraziti administered the Oaths of Office to the 2014 Officers collectively as follows: Chairman: Peter Stires, Secretary: Richard DeLuca and Treasurer: Gail Quabeck. Due to his absence, Mr. Lifrieri will be sworn in at a later date.

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

Newly elected Chairman Stires thanked Mr. Machala for his leadership and dedication as Chairman over the past two years. Ms. Quabeck expressed her thanks as well.

Minute 9 - Resolutions for Consideration and Possible Formal Action

Chairman Stires stated that a number of resolutions necessary to conduct Authority business in FY 2014 needed approval by the Board of Commissioners.

- a. Res. No. 14-0210-1 - Resolution Appointing The Firm Of Maraziti, Falcon & Healey, L.L.P. As The Authority's General Counsel

Upon motion of Mr. Machala, second of Ms. Quabeck and no discussion, the above resolution as approved by the following roll call vote:

Todd Hay	Yes	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Absent
Philip Petrone	Absent	Michael Impellizeri	Absent

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Edward Machala	Yes	Gail Quabeck	Yes
Carolann Garafola	Absent	Robert Albano	Yes
Steven Mlenak	Abstain	Peter Stires	Yes

Mr. Maraziti expressed his thanks to the Board for the reappointment of the firm of Maraziti, Falcon & Healey, LLP to serve the Authority as both General Counsel and Environmental Counsel.

Additionally, Attorney Maraziti stated that the remaining Resolutions (b. through v.) could be adopted collectively, if the Board so desired.

A question was raised regarding a letter from the State (attachment to Res. No. 14-0210-17) being dated January 7, 2013 and in effect through December 31, 2013. CFO Wozniak stated that the letter was an attachment and did not have a bearing on the Resolution itself. He went on to state that a new letter would be forthcoming.

Upon motion of Mr. Machala, second of Mr. Mathews, Resolutions (Res. No. 14-0210-2 through Res. No. 14-0210-22 [b-v]) were approved by consent resolution by the following roll call vote:

Todd Hay	Yes	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Absent
Philip Petrone	Absent	Michael Impellizeri	Absent
Edward Machala	Yes	Gail Quabeck	Yes
Carolann Garafola	Absent	Robert Albano	Yes
Steven Mlenak	Yes*	Peter Stires	Yes

*Mr. Mlenak voted to abstain on Res. No. 14-0210-2.

- b. Res. No. 14-0210-2 - Resolution Appointing The Firm of Maraziti, Falcon & Healey, L.L.P. As The Authority's Environmental Counsel
- c. Res. No. 14-0210-3 - Resolution Appointing The Firm Of Suplee, Clooney & Company As The Authority's Auditor
- d. Res. No. 14-0210-4 - Resolution Appointing The Firm Of CDM Smith Inc. As The Authority's Consulting Engineer
- e. Res. No. 14-0210-5 - Resolution Appointing The Firm Of Chavond-Barry Engineering Corp. As The Authority's Thermal Engineer
- f. Res. No. 14-0210-6 - Resolution Appointing The Firm Of Hawkins, Delafield & Wood, L.L.P. As The Authority's Bond Counsel

- g. Res. No. 14-0210-7 - 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. 14-0210-8 - Resolution Appointing The Firm Of Municipal Capital Management, L.L.C. As The Authority's Financial Advisor
- i. Res. No. 14-0210-9 - Resolution Appointing James F. Cosgrove, Jr., P.E., Of The Firm Of Kleinfelder/Omni As The Authority's Water Quality Engineering Consultant
- j. Res. No. 14-0210-10 – Resolution Appointing Karl E. Monninger Of The Firm Of KEMS LLC As The Authority's Air Quality/Air Emission Monitoring/Regulatory Compliance Consultant
- k. Res. No. 14-0210-11 - Resolution Authorizing The Adoption Of Bylaws
- l. Res. No. 14-0210-12 - Resolution Establishing Meeting Dates For Regular Meetings And The Reorganization Meeting
- m. Res. No. 14-0210-13- Resolution Authorizing Mailing of Meeting Notices and Fees

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- n. Res. No. 14-0210-14 - Resolution Establishing Official Signatures Necessary To Conduct Authority Business
- o. Res. No. 14-0210-15 - Resolution Establishing Official Newspapers
- p. Res. No. 14-0210-16 - Resolution Establishing Official Hours and Holiday Schedule
- q. Res. No. 14-0210-17 - Resolution Establishing A Cash Management Plan For Authority Funds And Investments
- r. Res. No. 14-0210-18 - Resolution Adopting An Indemnification Policy
- s. Res. No. 14-0210-19 - Resolution Establishing The Executive Director And The Chief Financial Officer As Purchasing Agents
- t. Res. No. 14-0210-20 - Resolution Establishing The Executive Director As Public Agency Compliance Officer (P.A.C.O.)
- u. Res. No. 14-0210-21 – Resolution Establishing Ms. Quabeck As The New Jersey Utility Authorities Joint Insurance Fund (JIF) Representative
- v. Res. No. 14-0210-22 – Resolution Establishing The Authority's Policy Regarding Conference Attendance

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

Minute 10 - Chairman's Comments

Chairman Stires welcomed Mr. Mlenak, the newly appointed Commissioner from the Township of Branchburg. He then went on to thank the Nominating Committee for nominating him as Chairman.

Mr. Anastasio stated that a report on the status of litigation with CNA was going to be given at the meeting. However, due to inclement weather, the meeting scheduled for February 5th had to be rescheduled for February 18th and a report will be given at the February 24th Board Meeting.

Chairman Stires opened the meeting to the Public. Mr. Butvilla, Auditor, introduced himself and thanked the Board for having him

Minute 11– Communications - No comments.

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Minute 12 - Adjournment

Upon motion of Ms. Quabeck, second of Mr. Machala, the Reorganization Meeting was adjourned at 7:43 P.M. by the following roll call vote:

Todd Hay	Yes	Richard Mathews	Yes
Richard DeLuca	Yes	Michael Merdinger	Yes
Carlos Mosquera	Yes	Joseph J. Lifrieri	Absent
Philip Petrone	Absent	Michael Impellizeri	Absent
Edward Machala	Yes	Gail Quabeck	Yes
Carolann Garafola	Absent	Robert Albano	Yes
Steven Mlenak	Yes	Peter Stires	Yes