

**TOMS RIVER MUNICIPAL UTILITIES AUTHORITY**

**Meeting Number Twelve Hundred Fifteen**

Agenda

February 26, 2019

The 2019 re-organization meeting of the Toms River Municipal Utilities Authority was held on Tuesday, February 26, 2019 at 4:30 P.M. at the office of the Authority, 340 West Water Street, Toms River, New Jersey 08753.

**The Following were present:**

- Carmen J. Memoli, Chairman
- Tariq M. Siddiqui, Vice-Chairman
- Joseph G. Bilotta, Commissioner
- Deborah L. Clement, Commissioner
- Charles S. Valvano, Commissioner
- Ben A. Montenegro, Alt. Commissioner
- Dr. Alfonso J. Manforti, Alt. Commissioner
- Robert J. DiBiase, Executive Director/Sec’y.-Treas.
- James Gluck, Esquire, Counsel
- Rosemary Rosetto, Chief Financial Officer
- Nicholas Otten, Authority Engineer
- Bernard Rutkowski, Regulatory Compliance/Safety Officer
- Cindy Toye, Administrative Bookkeeping Specialist - Absent
- Georgia Benyola, Executive Secretary/Assistant Sec’y.

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The re-organization Meeting #1215 was called to order at 4:30 p.m., February 26, 2019 by Executive Director, Robert J. DiBiase. For the record, this is the re-organization portion of the meeting for 2019 as required under State statute. Every year we conduct a re-organization meeting within the month of February.

Mr. DiBiase, Executive Director, reported that in accordance with the Open Public Meetings Law, P. L. 1975, c. 231, notice of this meeting was posted on the Township Bulletin Board, the Authority Bulletin Board, filed with the Clerk’s Office, and published in the Asbury Park Press.

Ms. Benyola called the roll. Mr. Montenegro, Mr. Siddiqui, Mr. Valvano, Mr. Bilotta, Mrs. Clement and Mr. Memoli were present. Dr. Manforti was absent but will be in a later.

**Election of Officers for 2019**

**Chairman**

Mr. DiBiase asked for nominations for the position of Chairman.

Mr. Valvano nominated Carmen J. Memoli to serve as Chairman for 2019 and seconded by Mr. Bilotta. A roll call vote was taken with Mr. Valvano, Mr. Bilotta, Mr. Siddiqui, Mrs. Clement and Mr. Memoli all casting affirmative votes. Mr. Memoli thanked everyone and proceeded to officiate the meeting. Mr. DiBiase congratulated Chairman Memoli.

#### **Vice-Chairman**

Mr. Memoli asked for nominations for the position of Vice-Chairman.

Mrs. Clement nominated Tariq M. Siddiqui to serve as Vice-Chairman for 2019 and seconded by Mr. Valvano. A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Bilotta, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

#### **Secretary-Treasurer**

Mr. Memoli asked for nominations for the position of Secretary/Treasurer.

Mr. Bilotta nominated Robert J. DiBiase to serve as Secretary/Treasurer for 2019 and seconded by Mrs. Clement. A roll call vote was taken with Mr. Bilotta, Mrs. Clement, Mr. Siddiqui, Mr. Valvano and Mr. Memoli all casting affirmative votes.

#### **Assistant Secretary**

Mr. Memoli asked for nominations for the position of Assistant Secretary.

Mr. Bilotta nominated Georgia Benyola to serve as Assistant Secretary for 2019 and seconded by Mr. Siddiqui. A roll call vote was taken with Mr. Bilotta, Mr. Siddiqui, Mrs. Clement, Mr. Valvano and Mr. Memoli all casting affirmative votes.

#### **Assistant Treasurer**

Mr. Memoli asked for nominations for the position of Assistant Treasurer.

Mr. Bilotta nominated Rosemary Rosetto to serve as Assistant Treasurer for 2019 and seconded by Mrs. Clement. A roll call vote was taken with Mr. Bilotta, Mrs. Clement, Mr. Siddiqui, Mr. Valvano and Mr. Memoli all casting affirmative votes.

#### **Appointment of Professionals**

Mr. Memoli went on to address the appointment of professionals for year 2019 and asked for a motion for General Counsel. A motion was made by Mrs. Clement and seconded by Mr. Valvano to award a professional contract to Gluck & Allen, LLC as General Counsel for year 2019 as presented in the resolution. A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Bilotta, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Labor Counsel. A motion was made by Mrs. Clement and seconded by Mr. Bilotta to award a professional contract to Citta, Holzapfel & Zabarsky as Labor Counsel for year 2019 as presented in the resolution. A roll call vote was taken with Mrs. Clement, Mr. Bilotta, Mr. Siddiqui, Mr. Valvano and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Bond Counsel. A motion was made by Mr. Bilotta and seconded by Mr. Valvano to award professional contracts for Bond Counsel to the following firms for year 2019 as presented in the resolution:

- a. Hawkins, Delafield & Wood
- b. DeCotiis, Fitzpatrick, Cole & Giblin, LLP
- c. Gluck Walrath, LLP
- d. Wilentz, Goldman & Spitzer
- e. Parker McCay, P.A.

A roll call vote was taken with Mr. Bilotta, Mr. Valvano, Mrs. Clement, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Authority Auditor. A motion was made by Mr. Siddiqui and seconded by Mrs. Clement to award a professional contract to Holman, Frenia, Allison, P.C. for Auditing services for year 2019 as presented in the resolution. A roll call vote was taken with Mr. Siddiqui, Mrs. Clement, Mr. Valvano, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Financial Consultants. A motion was made by Mr. Bilotta and seconded by Mr. Siddiqui to award a professional contract to the following firms for Financial Consultants for year 2019 as presented in the resolution:

- a. Acacia Financial Group
- b. Phoenix Advisors, LLC
- c. NW Financial Group, Inc.

A roll call vote was taken with Mr. Bilotta, Mr. Siddiqui, Mrs. Clement, Mr. Valvano and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Underwriter Consultants. A motion was made by Mrs. Clement and seconded by Mr. Valvano to award a professional contract to the following firms for Underwriter Consultants for year 2019 as presented in the resolution:

- a. Raymond James
- b. Stifel Nicolaus & Company, Inc.
- c. NW Financial Group

A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Bilotta, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

The next professional appointment was for Consulting Engineers. A motion was made by Mr. Siddiqui and seconded by Mrs. Clement to award a professional contract to the following firms for Consulting Engineers for year 2019 as presented in the resolution:

- a. Maser Consulting
- b. T&M Associates
- c. Remington, Vernick & Vena
- d. Owen Little & Associates
- e. D. Desmond Corp.
- f. Mott MacDonald
- g. Suburban Consulting Engineers
- h. VanCleeef Engineer
- i. PS&S
- j. Alaimo Group Consulting Engineers
- k. GTS Consultants, Inc.
- l. French & Parrello Associates
- m. CME Associates
- n. Brinkerhoff Environmental Services, Inc.
- o. ARH Associates

A roll call vote was taken with Mr. Siddiqui, Mrs. Clement, Mr. Bilotta, Mr. Valvano and Mr. Memoli all casting affirmative votes.

The next appointment was for Depository Institutions. A motion was made by Mrs. Clement and seconded by Mr. Bilotta to adopt the following depository institution for year 2019 as presented below:

- Amboy National Bank
- Investors Bank
- TD Bank
- Bank of America
- JP Morgan Chase
- Wells Fargo Bank
- PNC Bank
- Provident Bank
- Santander
- Lakeland Bank
- Ocean First Bank (acquired Sun National Bank in 2018)
- Ocean First Bank – Custodial Services

A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Siddiqui, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

The following matters were presented to the Board of Commissioners for formal action. The motion was made by Mr. Bilotta and seconded by Mr. Siddiqui. They are as follows:

- a. Approve the official newspapers of record for 2019 as presented, Asbury Park Press, Star Ledger, Ocean Signal; and



### Trust Fund for Contracts

A motion was made by Mr. Bilotta and seconded by Mrs. Clement to approve the releases from the Trust Fund for Contracts as listed in the amount of \$500.00. A roll call vote was taken with Mr. Bilotta, Mrs. Clement, Mr. Siddiqui, Mr. Valvano and Mr. Memoli all casting affirmative votes.

### Ratification of Investment & Transfer Resolutions

A motion was made by Mrs. Clement and seconded by Mr. Valvano to ratify the monthly transfer and investment resolutions. A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Siddiqui, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

### Financial Reports

A motion was made by Mr. Bilotta and seconded by Mr. Valvano to enter the financial reports 6A-6F into the record. A roll call vote was taken with Mr. Bilotta, Mr. Valvano, Mrs. Clement, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

### Finance & Investments: 6G

Mr. Valvano spoke with Mrs. Rosetto, our CFO, and went over some of the highlights regarding the Cash Management of the 5yr Plan. The Cash Management Plan includes money for rate stabilization and system renovation when funds become available and as noted by Mr. Valvano, those were the key words from our CFO, "when funds become available". We still have to abide by the rules regarding government entities in the State of NJ, having a maturity date not more than 397 days from the date of purchase. Mr. Valvano mentioned that the days he and Mr. Bilotta were finding 4 or 5 year CMOs are long gone. Mrs. Rosetto also mentioned that the Short-term Financing which was discussed for quite some time last month is progressing very nicely.

Mr. Valvano made a motion, seconded by Mrs. Clement, to reinvest the available funds of \$25,555.34 into the Ocean First Trust Custodial Account. A roll call vote was taken with Mr. Valvano, Mrs. Clement, Mr. Siddiqui, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

### Operating Reports

A motion was made by Mr. Siddiqui and seconded by Mr. Bilotta that the operating reports 7A-7G were accepted as presented. A roll call vote was taken with Mr. Siddiqui, Mr. Bilotta, Mrs. Clement, Mr. Valvano and Mr. Memoli all casting affirmative votes.

### Development Applications-Major Sub Divisions

A motion was made by Mrs. Clement and seconded by Mr. Valvano to approve the preliminary application for Sub Division #D-1057. A roll call vote was taken with Mrs. Clement, Mr. Valvano, Mr. Siddiqui, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

### Authority Meeting

The next Authority meeting was confirmed for Tuesday, March 26, 2019 at 4:30 p.m.

### **Adoption of Resolutions/Capital Purchases**

9A-2A – There were no IPC Purchases for ratification.

A motion was made by Mr. Bilotta and seconded by Mrs. Clement approving the following resolutions, 9A-3 through 9A-5:

9A-3 - Authorization was given to both Nicholas Otten, P.E., Authority Engineer and in his absence Robert J. DiBiase, Executive Director/Secretary-Treasurer, to sign New Jersey Department of Environmental Protection (NJDEP) sanitary sewer extension applications; and

9A-4 - Authorization was given to Robert J. DiBiase, Executive Director/Secretary Treasurer and/or Nicholas Otten, P.E., Authority Engineer, to sign all applications to the New Jersey Department of Transportation (NJDOT) sanitary sewer repairs and/or extensions; and

9A-5 - Authorization was given to the Authority to join the National Cooperative Purchasing Alliance (NCPA) and hereby authorize the Executive Director to enter into agreement and the Authority to participate in the NCPA.

A roll call vote was taken with Mr. Bilotta, Mrs. Clement, Mr. Valvano, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

### **9A-6 TRMUA Bond Resolutions-NJIB**

A motion was made by Mrs. Clement and seconded by Mr. Valvano to adopt two bond resolutions (collectively, the “Bond Resolutions”) entitled:

Authorizing the issuance and sale of Project Notes relating to the construction financing loan program of the New Jersey Infrastructure Bank (NJIB) and determining various matters relating thereto, not to exceed \$3,900,000; and

Authorizing the issuance and sale of Subordinated Revenue Bonds and determining various matters relating thereto, not to exceed \$4,000,000.

A roll call vote was taken with Mr. Clement, Mr. Valvano, Mr. Siddiqui, Mr. Bilotta and Mr. Memoli all casting affirmative votes.

A motion was made by Mrs. Clement and seconded by Mr. Bilotta approving the following resolutions, 9A-7 through 9A-11 as:

9A-7 - Authorization was given for a shared services agreement between Toms River Municipal Utilities Authority and Beachwood Sewerage Authority; and

9A-8 - Authorization was given for a shared services agreement between Toms River Municipal Utilities Authority and Lakewood Township Municipal Utilities Authority; and

9A-9 - Authorization was given for a shared services agreement between Toms River Municipal Utilities Authority and the Borough of Ocean Gate; and

9A-10 - Authorization was given for a shared services agreement between Toms River Municipal Utilities Authority and Lacey Township Municipal Utilities Authority; and

9A-11 - Authorization was given for a shared services agreement between Toms River Municipal Utilities Authority and South Toms River Sewerage Authority.

A roll call vote was taken with Mrs. Clement, Mr. Bilotta, Mr. Siddiqui, Mr. Valvano and Mr. Memoli all casting affirmative votes.

### **9A-12 Capital Asset Reserves**

A motion was made by Mr. Valvano and seconded with Mr. Bilotta to approve the staff’s request that \$300,000 be reserved for Capital Expenditures. A roll call vote was taken with Mr. Valvano, Mr. Bilotta, Mrs. Clement, Mr. Siddiqui and Mr. Memoli all casting affirmative votes.

### **Unfinished Business**

All previous items have been cleared.



## **Committee Reports**

### **Legal**

1. **Shared Services** – Counsel mentioned that they have a couple of outstanding shared services agreement that they have been working on. They are still waiting to receive them from the Township and the Board of Ed. Mr. Steve Leone, was also on vacation and said he would get back to Counsel when he returns.

2. **Litigation Pitale/Lavallette** – Counsel noted that they have been representing the MUA in the Pitale law suit. That is still in discovery and depositions were to start today but they got cancelled. Counsel would like to get copies of any agreements we have with Lavallette and asked Mrs. Rosetto to look into it and send him anything she could find. Counsel stated that the reason our summary judgment motion was denied was because the Judge made some comment that he wanted to make sure that the MUA was not acting as a private entity but were acting as a public entity and should be entitled to the protection under Title 59, tort exceptions. Counsel wants to show that we are operating under governmental actions.

3. Counsel stated that we had no other opened items on the legal agenda and he did not have anything for executive session.

For the record, the Chairman noted that Dr. Manforti entered the meeting at 4:58 p.m.

### **Engineering**

Mr. Siddiqui noted that the Engineering Committee met yesterday, February 25, 2019. It was attended by Mrs. Clement, Mr. DiBiase, Mr. Otten and himself.

Mr. Siddiqui mentioned that there was an update on the Bond but there were two significant items that the Commissioner wanted to discuss. One of them was in the loan application, project listed as Sewer/Manhole Cured-In- Place Lining. Mr. Otten had informed the Committee that he would like to do the engineering work and also the inspection work, which can be done by our inside inspectors. Mr. Siddiqui stated Mr. Otten has done this before and by doing that we can save the Authority money. The Engineering Committee agreed that it was a good idea.

The other item was the enforcement and maintenance of the grease trap mostly found in restaurants. The businesses do not maintain them well, causing a lot of wear and tear on our system. In order to have an effective inspection, a draft ordinance will have to be implemented by the Township. Mr. Montenegro suggested that Mr. Otten send the draft to Counsel to look over before it goes to the Township, it will be quicker that way. Mr. Gluck mentioned that he will take what Mr. Otten has and will also compare the draft with other Authorities but Mr. Gluck wants to review the Rules & Regulations also.

Mr. DiBiase stated that we are going to have a meeting and we are going to involve the Health Department Inspectors and start from there. Our Counsel is correct about what the other MUAs are doing but we want to give them some definitive answers, who's doing it within the County, how many of the 33 Municipalities are already doing it, what is the cost to them and what are the ramifications when we do find out that someone is polluting the system and what are the ramifications on our part since we've recognized it. He also stated that he and Mr. Otten along with the Engineering Committee have discussed this, so there are a few parts they would like to put together and then give it to the liaison, the Municipal Council and Mr. Gluck and then proceed from there. Mr. DiBiase wants to give them some information first so that we can redo that ordinance, streamline it and make it easy for the Council to adopt it.

### **Land Use**

None

### **Personnel**

Mr. Bilotta requested to go into executive session.

## **Public Comments**

Chairman Memoli opened the meeting to comments from the Public. Mr. Frank Holman along with Lauren Holman were there to thank the Commissioners on their reappointment as our Auditor this year. Mr. Holman also introduced Lauren Holman as a young partner of the firm and noted she will be helpful with our account.

Mrs. Rosetto asked for an update, even if it was the same as before, regarding what she calls as the “most disastrous corner” in front of our building. Mr. Gluck stated that the County has it on their radar and they have a study plan, but the wheels are going to turn very slow. Mr. Gluck mentioned if Mrs. Rosetto would like him to schedule a meeting with them to see if he could get something concrete, he would certainly do that rather than just have a phone call. Mrs. Rosetto stated that it would be good because the cut-thru that most of us use, by JCP&L, have some very deep pot holes and they will have to decide what to do. Mrs. Rosetto also mentioned if Counsel could confirm whether the cut-thru is a street. Counsel will have a report by next meeting. With seeing no other public for comments, Chairman Memoli closed the public portion of the meeting.

#### **Correspondence**

Mr. DiBiase received a notification from Peggy Gallos from the Association Environmental Authorities, that Toms River Municipal Utilities Authority is going to receive the award for the Best Management Practices category. The Director applauded the entire staff for making that happen along with the troops in the back.

Mr. DiBiase also mentioned that the MUA received the Resolution passed by the Township Council for Short-Term Notes.

#### **General Business**

Mr. DiBiase took a moment to inform the Board that we are still having some difficulties with Comcast, our internet provider. Mr. DiBiase noted that Comcast will remain under ongoing business until the problem is resolved. Mr. Bundra is keeping a close eye on our internet provider.

#### **Resolution to Enter Executive Session**

A motion was made by Mr. Bilotta and seconded by Mrs. Clement to adopt the resolution to enter Executive Session at 5:15 p.m. to discuss personnel matters, litigation and contractual matters. The motion was carried by unanimous voice vote.

#### **Public Session Reconvened at 5:21 p.m.**

With no further business to come before the Board, a motion was made by Mrs. Clement and seconded by Mr. Valvano to adjourn the meeting at 5:21 p.m. The motion was carried by a unanimous voice vote.