

AGENDA

HILLSBOROUGH MUNICIPAL UTILITIES AUTHORITY

Wednesday, February 22, 2017

ANNOUNCEMENT BY CHAIRMAN

In accordance with the provisions of the Open Public Meetings, Act, P.L. 1975, c. 231, as amended, notice of this meeting was duly provided on March 3, 2016.

ROLL CALL

REORGANIZATION (Agenda attached)

APPROVAL OF MINUTES – January 24, 2017

BUSINESS FROM THE FLOOR

MATTERS FOR CONSIDERATION

- **Twp. of Hillsborough – Groundwater Discharge - Status Report**
- **Resolution – Approval of a Proposal from Van Note – Harvey Associates for the Force Main Assessment**
- **Annual Revision to Connection Fee – Resolution Establishing Public Hearing**
- **Resolution – Licensed Operator Assignment – Eric Lehman**
- **Appointments to the SRVSA**
- **Emergency Repair – River Road Pump Station – Pump Failure**

Reminder - Chuck Casagrande will conduct the MEL (Municipal Excess Liability) Public Officials Training at the MUA office on February 22, 2017 at 7:00 pm.

SRVSA Report

CLAIMS LIST APPROVAL

Operating Fund – February 22, 2017
General Fund – February 22, 2017

ADJOURNMENT

AGENDA

**TOWNSHIP OF HILLSBOROUGH
MUNICIPAL UTILITIES AUTHORITY**

ORGANIZATION MEETING

February 22, 2017

Roll Call

Announcement of Compliance with Open Public Meetings Act

Oath of Office – Robert McCray

Election of Officers

**Chairman
Vice Chairman
Secretary
Treasurer
Asst. Secretary/Treasurer**

Adoption of Order of Business

Resolution Re: Adoption and Publication of Annual Meeting Calendar

Resolution Re: Mailing of Meeting Notices and Fees

Resolution Re: Adoption of By-Laws

Resolution Re: Indemnification

Appointment of General Counsel

Appointment of Auditor

Appointment of Consulting Engineer

Appointment of Professional Engineer

Designation of Executive Director As “Authority Officer”

Appointment of Public Agency Compliance Officer

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Appointment of Risk Management Consultant

Establishment of Office Hours and Holiday Schedule

Designation of Official Newspaper

Adoption of Cash Management Plan

Designation of Official Depositories

Authorization for Disbursements

Authorization for Payroll Disbursements

Authorization for Investments

Adjournment

AGENDA

TOWNSHIP OF HILLSBOROUGH MUNICIPAL UTILITIES AUTHORITY

ORGANIZATION MEETING

February 22, 2017

Roll Call

Announcement of Compliance with Open Public Meetings Act

In accordance with the provisions of the Open Public Meetings, Act, P.L 1975, c. 231, as amended, notice of this meeting was duly provided as part of the annual meeting notice on March 3, 2016.

Oaths of Office

Robert McCray – 5 year term to expire 1/31/2022

Election of Officers

Chairman
Vice Chairman
Secretary
Treasurer
Asst. Secretary/Treasurer

Adoption of Order of Business

BE IT RESOLVED that the order of business set forth below be adopted by The Township of Hillsborough Municipal Utilities Authority to govern the proceedings of the Authority at all meetings until the Organization Meeting in February, 2018.

1. Roll Call
2. Announcement of Compliance with “Open Public Meetings Act”
3. Disposition of Minutes of Prior Meetings
4. Public Hearings on all matters scheduled pursuant to public notice, such as rate resolutions, bond resolutions, receipt of bids, etc.
5. Business from the floor

6. Reports of -
 - (a) Engineer
 - (b) Consulting Engineer
 - (c) Auditor
 - (d) Attorney
7. Consideration of Matters Requiring Action
8. Consideration of New Matters and Correspondence
9. Approval of Claims
10. Investments
11. Business from the Floor
12. Adjournment

Resolution Re: Adoption and Publication of Annual Meeting Calendar

BE IT RESOLVED that in accordance with the provisions of the “Open Public Meetings Act”, (C, 321, P.L. 1975) the following schedule of public meetings shall be adopted for the year ending January 31, 2018; and

BE IT FURTHER RESOLVED that said schedule be posted on the Authority’s Web site, advertised in the Hillsborough Beacon and the Courier-News, and that copies of said schedule be posted on the bulletin board of the Authority and filed with the Township Clerk.

TOWNSHIP OF HILLSBOROUGH MUNICIPAL UTILITIES AUTHORITY
PUBLIC NOTICE

In compliance with the “Open Public Meetings Act” (C, 321, P.L. 1975) of the State of New Jersey, PLEASE TAKE NOTICE that the Township of Hillsborough Municipal Utilities Authority will hold public meetings for the transaction of the Authority business in accordance with the following schedule:

March 22, 2017	September 27, 2017
April 26, 2017	October 25, 2017
May 24, 2017	November 21, 2017
June 28, 2017	December 20, 2017
July 26, 2017	January 24, 2018
August 23, 2017	February 28, 2018

PLEASE TAKE FURTHER NOTICE that all of the above listed meetings will commence at 8:00 P.M. at the offices of the Authority at 220 Triangle Road, Suite 234, in the Township of Hillsborough, County of Somerset, State of New Jersey.

Copies of this notice have been posted on the Authority's Web site and at the offices of the Authority, filed with the Hillsborough Township Clerk, and published in the Courier-News and the Hillsborough Beacon.

Scott G. Lynn, Executive Director

THE TOWNSHIP OF HILLSBOROUGH
MUNICIPAL UTILITIES AUTHORITY

Resolution Re: Mailing of Meeting Notices and Fees

BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority that the Executive Director is hereby directed to mail the annual meeting notice and all 48 hour notices to any person so requesting same upon payment to the Authority of the sum of \$10.00 which is hereby declared to be the reasonable sum for each mailing to be made hereunder; provided, however, that mailing to the newspapers shall be without charge.

Resolution Re: Adoption of By-Laws

BE IT RESOLVED that the following By-Laws of The Township of Hillsborough Municipal Utilities Authority be adopted: (By-Laws attached hereto).

Resolution Re: Indemnification

BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority this 22ND day of February 2017, as follows:

Section 1. Except as hereinafter provided, The Township of Hillsborough Municipal Utilities Authority ("Authority") shall, upon the request of any present or former official, employee or appointee of the Authority provide for the indemnification and legal defense of any civil action brought against said person or persons arising from an act or omission falling within the scope of their public duties with the Authority.

Section 2. The terms of this Resolution and the definition of official, employee and appointee are to be construed liberally in order to effectuate the purposes of this Resolution, except that these terms shall not mean a) any person who is not a natural person; b) any person while providing goods or services of any kind under any contract with the Authority, except an employment contract; c) any person while providing legal or engineering services for compensation unless said person is an employee of the Authority; and d) any person who as a condition of his or her appointment or contract is required to indemnify and defend the Authority and/or secure insurance.

Section 3. The Authority shall provide for defense of and indemnify any present or former official, employee or appointee of the Authority who becomes a defendant in a civil action if the person or persons involved a) acted or failed to act in a matter in which the Authority has or had an interest; b) acted or failed to act in the discharge of a duty imposed or authorized by law; and c) acted or failed to take action in good faith. For purposes of this Resolution, the duty and authority of the Authority to defend and indemnify shall extend to a cross-claim or counterclaim against said person.

Section 4. The Authority shall not indemnify any person against the payment of punitive damages, penalties, or fines, but may provide for the legal defense of such claims in accord with the standards set forth herein. The Authority may refuse to provide for the defense and indemnification of any civil action referred to herein if the Authority determines that a) the act or omission did not occur within the scope of a duty authorized or imposed by law; b) the act or failure to act was the result of actual fraud, willful misconduct or actual malice of the person requesting defense and indemnification; or c) the defense of the action or proceeding by the Authority would create a conflict of interest between the Authority and the person or persons involved.

Section 5. In any other action or proceeding, including criminal proceedings, the Authority may provide for the defense of a present or former official, employee or appointee, if the Authority concludes that such representation is in the best interest of the Authority and that the person to be defended acted or failed to act in accord with the standards set forth in this Resolution.

Section 6. Whenever the Authority provides for the defense of any action set forth herein and as a condition of such defense, the Authority may assume exclusive control over the representation of such persons defended and such person shall cooperate fully with the Authority.

Section 7. The Authority may provide for the defense pursuant to this Resolution by authorizing its General Counsel to act on behalf of the person being defended or by employing other counsel for this purpose or by asserting the right of the Authority under any appropriate insurance policy that requires the insurer to provide defense.

Section 8. This Resolution shall take effect immediately.

Appointment of General Counsel

WHEREAS, there exists a need for legal advice and professional legal services to The Township of Hillsborough Municipal Utilities Authority (hereinafter the “Authority”); and

WHEREAS, the Authority has determined and certified that the value of the contract will not exceed \$17,500; and

WHEREAS, funds are available for this purpose, and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids must be publicly advertised;

NOW, THEREFORE, BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority as follows:

1. The Chairman and Secretary be and they are hereby authorized and directed to execute a certain agreement dated February 22, 2017 and filed with the Executive Director of the Authority between the Authority and Peter Cipparulo III, Esq.
2. The contract is awarded without competitive bidding as a “Professional Service” because legal services are exempt from bidding under N.J.S.A. 40:11-1 (6) (A).
3. The Executive Director shall publish a notice of award of said contract in the Courier News and Hillsborough Beacon in accordance with the provisions of the Local Public Contracts Law.

Appointment of Auditor

WHEREAS, there exists a need for professional auditing services to The Township of Hillsborough Municipal Utilities Authority (hereinafter the “Authority”), and

WHEREAS, the Authority has determined and certified that the value of the contract will not exceed \$17,500; and

WHEREAS, funds are available for this purpose, and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bidding be publicly advertised;

NOW, THEREFORE, BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority as follows:

1. The Chairman and Secretary be and they are hereby authorized and directed to execute a certain agreement dated February 22, 2017 and filed with the Executive Director of the Authority between the Authority and Suplee, Clooney & Company.

2. The contract is awarded without competitive bidding as a "Professional Service" because auditing services are exempt from bidding under N.J.S.A. 40A:11-1 (6) (a).
3. The Executive Director shall publish a notice of award of said contract in the Courier News and Hillsborough Beacon in accordance with the provisions of the Local Public Contracts Law.

Appointment of Consulting Engineer

WHEREAS, there exists a need for the services of a consulting engineering firm to The Township of Hillsborough Municipal Utilities Authority; and

WHEREAS, funds are available for this purpose, and

WHEREAS, the Authority has determined and certified that the value of the contract will exceed \$17,500 thus requiring this contract is be awarded under a process that does not permit certain political contributions be made pursuant to the provisions of the Pay-To Play Law (N.J.S.A. 19:44A-20.5), and

WHEREAS, a Business Entity Disclosure Certification has been submitted which certifies that Van Note-Harvey Associates will not make any reportable contributions to a candidate committee, joint candidates committee; or political party committee representing the elected officials of the Township of Hillsborough as defined pursuant to N.J.S.A. 19:44A-3(p), (q) and (r), and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for "Professional Services" without competitive bidding be publicly advertised;

NOW, THEREFORE, BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority as follows:

1. The Chairman and Secretary be and they are hereby authorized and directed to execute a certain agreement dated February 22, 2017 and filed with the Executive Director of the Authority between the Authority and Van Note-Harvey Associates.
2. The contract is awarded without competitive bidding as a "Professional Service" because engineering services are exempt from bidding under N.J.S.A. 40A:11-1-2 (6) (a).
3. The Executive Director shall publish a notice of the award of said contract in the Courier News and Hillsborough Beacon in accordance with the provisions of the Local Public Contracts Law.

Appointment of Professional Engineer

WHEREAS, there exists a need for the services of a professional engineer by The Township of Hillsborough Municipal Utilities Authority (hereinafter the "Authority"), and

WHEREAS, funds are available for this purpose, and

WHEREAS, the Authority has determined and certified that the value of the contract will exceed \$17,500 thus requiring this contract is be awarded under a process that does not permit certain political contributions be made pursuant to the provisions of the Pay-To Play Law (N.J.S.A. 19:44A-20.5), and

WHEREAS, a Business Entity Disclosure Certification has been submitted which certifies that CME Associates will not make any reportable contributions to a candidate committee, joint candidates committee; or political party committee representing the elected officials of the Township of Hillsborough as defined pursuant to N.J.S.A. 19:44A-3(p), (q) and (r), and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A: 11-1 et seq.) requires that the resolution authorizing the award of contracts for "Professional Services" without competitive bids must be publicly advertised.

NOW, THEREFORE, BE IT RESOLVED by The Township of Hillsborough Municipal Utilities Authority as follows:

1. The Chairman and Secretary be and they are hereby authorized and directed to execute a certain agreement dated February 22, 2017 and filed with the Executive Director of the Authority between Jerome A. Harris, P. E., P.P. of CME Associates and the Authority.
2. The contract is awarded without competitive bidding as a "Professional Service" because engineering services are exempt from bidding under N.J.S.A. 40A:11-1 (6) (a).
3. The Executive Director shall publish a notice of the award of said contract in the Courier News and the Hillsborough Beacon in accordance with the provisions of the Local Public Contracts Law.

Designation of Executive Director as "Authority Officer"

BE IT RESOLVED, by The Township of Hillsborough Municipal Utilities Authority, that the Executive Director of The Township of Hillsborough Municipal Utilities Authority, Scott G. Lynn, be and is hereby authorized to perform acts and execute documents as "Authority Officer" in accordance with the provisions and definition of "Authority Officer" in Section 105 (9) of the General Bond Resolution adopted on April 26, 1983.

Appointment of Public Agency Compliance Officer

BE IT RESOLVED, in accordance with N.J.A.C. 17:27-3.5, Scott G. Lynn, Executive Director, is hereby designated the Public Agency Compliance Officer for The Township of Hillsborough Municipal Utilities Authority.

Appointment of Risk Management Consultant

WHEREAS, the Township of Hillsborough Municipal Utilities Authority is a member of the New Jersey Utility Authorities Joint Insurance Fund, and

WHEREAS, the bylaws of said fund require that each Authority appoint a Risk Management Consultant to perform various professional services as detailed in the bylaws; and

WHEREAS, the judgmental nature of a Risk Management Consultant's duties renders comparative bidding impractical; and

WHEREAS, the Authority has determined and certified that the value of the contract will not exceed \$17,500; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for "Professional Services" without competitive bids must be publicly advertised,

NOW, THEREFORE, BE IT RESOLVED by the Township of Hillsborough Municipal Utilities Authority as follows:

1. The Chairman and Secretary be and they are hereby authorized and directed to execute a certain agreement dated February 22, 2017 and filed with the Executive Director of the Authority between the Danskin Insurance Agency, as its Risk Management Consultant in accordance with the bylaws of the New Jersey Utility Authorities Joint Insurance Fund.
2. The Executive Director shall publish a notice of the award of said contract in the Courier News and Hillsborough Beacon in accordance with the provisions of the Local Public Contracts Law.

Establishment of Office Hours and Holiday Schedule

BE IT RESOLVED that the offices of the Authority shall be open from 9:00 A.M. until 4:00 P.M. daily Monday through Friday; and

BE IT FURTHER RESOLVED that the offices of the Authority shall be closed in observance of the following holidays as well as such other holidays as may be declared from time to time by resolution of the Authority:

New Year's Day
Martin Luther King Day
Lincoln's Birthday
Presidents Day
Good Friday
Memorial Day
Independence Day
Labor Day

Columbus Day
General Election Day
Veteran's Day
Thanksgiving Day
Thanksgiving Friday
Christmas Day
Day after Christmas

Designation of Official Newspaper

BE IT RESOLVED that the Hillsborough Beacon and the Courier News be and are hereby designated the official newspapers of the Authority.

Adoption of Cash Management Plan

BE IT RESOLVED that the following Cash Management Plan be adopted by the Township of Hillsborough Municipal Utilities Authority and the Executive Director be authorized to implement said plan:

1. All funds received by the Authority shall be deposited in designated depositories within 24 hours of receipt.
2. All funds shall be deposited in interest bearing accounts.
3. The Executive Director is hereby authorized to negotiate the purchase and sale of U.S. Government obligations, or to invest in time open accounts or certificates of deposit, whichever shall provide the most favorable rates of interest.
4. All claims shall be approved for payment by a majority of the members and checks shall be issued in payment of said claims in accordance with the authorization for disbursements adopted by the Authority.

Designation of Official Depositories

BE IT RESOLVED that the following banks be designated as Depositories for funds of The Township of Hillsborough Municipal Utilities Authority until the organization meeting in February, 2018.

Chase Bank
Constitution National Bank
TD Bank
Bank of America
PNC Bank

Peapack Gladstone Bank
Provident Bank
Fulton Bank
Valley National Bank
Wells Fargo Bank NA

BE IT FURTHER RESOLVED that the Treasurer be and is hereby authorized to assign the various accounts of the Authority to any of the above named depositories.

Authorization for Disbursements

BE IT RESOLVED that all disbursements of The Township of Hillsborough Municipal Utilities Authority Operating Fund, Construction Fund, General Fund, and Inspection Trust Fund shall be made by checks signed by any two members of the Authority and countersigned by the Executive Director.

BE IT FURTHER RESOLVED that all disbursements of The Township of Hillsborough Municipal Utilities Authority Petty Cash Account be made by checks signed by the Executive Director of the Authority; and

BE IT FURTHER RESOLVED that all disbursements of The Township of Hillsborough Municipal Utilities Authority Revenue Fund transmitting revenues to the Trustee be made by checks signed by any one of the following:

Chairman	Vice-Chairman
Secretary	Treasurer
Asst. Secretary/Treasurer	Executive Director

Authorization for Payroll Disbursements

BE IT RESOLVED that salaries and wages be paid by checks disbursed from the payroll account on a biweekly, monthly or quarterly basis as elected by the employees, said checks to be signed by any one of the following:

Chairman	Vice-Chairman
Secretary	Treasurer
Asst. Secretary/Treasurer	Executive Director

Authorization for Investments

BE IT RESOLVED that the Executive Director is hereby authorized to negotiate the purchase and sale of U.S. Government obligations, or to invest in time open accounts or certifications of deposit, whichever is the most favorable to achieve the best program for the investment of Authority funds; and

BE IT FURTHER RESOLVED that all such transactions shall be reported to the following regular meeting of the Authority.

Adjournment

BY-LAWS
TOWNSHIP OF HILLSBOROUGH MUNICIPAL UTILITIES AUTHORITY

ARTICLE I

Office

1. The principal office of the Authority shall be at 220 Triangle Road, Suite 234 in the Township of Hillsborough, in the County of Somerset, at Somerville, New Jersey.
2. The mailing address of the Authority shall be Post Office Box 5909, Hillsborough New Jersey 08844.
3. The Authority may have offices at such other place or places as it may from time to time designate.

ARTICLE II

Meetings of The Authority and Quorum

1. An annual meeting of the Authority for the election of a Chairman and Vice-Chairman and for the transaction of any other business that may come before the meeting shall be held at 8:00 o'clock P.M., on or after the first day of February each year.
2. Meetings of the Authority for the transaction of any business that may come before the meetings shall be held at 8:00 o'clock P.M. on the fourth Wednesday in each month or at such other times as may be designated at the annual meeting. In the event that discussion has not begun on certain matters on the agenda by 11:00 o'clock P.M., such matters shall be deferred until the next meeting of the Authority with the exception of the approval of claims and investments. Approval of claims and investments shall be acted upon at 11:00 o'clock P.M. or as soon as possible thereafter following the conclusion of the discussion underway at 11:00 o'clock P.M.
3. All annual and regular meetings of the Authority, and any continued or adjourned sessions thereof, shall be open for the transaction of any business within the powers of the Authority without special notice to the members of such business. All such meetings may be held without notice to the members of the Authority other than as provided in these By-Laws and in the "Open Public Meetings Act". If the day specified for any such meeting is a legal holiday, then such meeting shall be held on the first following Wednesday which is not a legal holiday, or on such other day as may be designated by the Authority. The time stated for every such meeting shall be Eastern Standard Time or Eastern Daylight Savings Time as may be in effect.

4. Special meetings of the Authority may be called at any time by the Chairman or Vice-Chairman and shall be called by the Secretary upon written request of any two members of the Authority and shall be held at the date and time specified in such call, upon written notice delivered to each member of the Authority, forty-eight hours prior to such meeting, specifying the date, time and business of the meeting. Notice of all such special meetings must be made in compliance with the "Open Public Meetings Act".
5. All meetings of the Authority shall be held at the principal office of the Authority or at such other place as all of the members of the Authority may expressly approve.
6. At all meetings of the Authority, the presence of three members shall be necessary to constitute a quorum, and the vote of three members of the Authority at any meeting shall be necessary to take any action and any action so taken shall be the action of the Authority. In the event of a quorum not being present, a lesser number of members may adjourn any meeting to some future time not more than ten days later provided said meetings are in compliance with the provisions of the "Open Public Meetings Act".

ARTICLE III

Officers

1. The officers of the Authority shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer, who shall be members of the Authority. The offices of the Secretary, and Treasurer or the Assistant Secretary and Assistant Treasurer may be held by the same individual.
2. The Authority may also from time to time appoint and employ such professional and technical advisors and experts and such other officers, agents, and employees as it may require and may fix and determine the qualifications, terms of office, duties and compensations of all its officers and such advisors, experts, agents, and employees.
3. Vacancies in any office having a fixed term shall be filled by the Authority for the unexpired balance of the term.

ARTICLE IV

Chairman and Vice-Chairman

1. The Chairman and the Vice-Chairman shall be elected by the Authority from among its members at the annual meeting of the Authority, and shall hold office until the first day of February next ensuing and until their respective successors shall have been elected and have qualified.

2. The Chairman shall preside at all meetings of the Authority and shall have general supervision, direction, and control of the affairs of the Authority.
3. The Vice-Chairman shall possess such powers and shall perform such duties as may be assigned from time to time by the Authority, and, in the absence or incapacity of the Chairman, shall assume and perform all duties and powers of the Chairman.

ARTICLE V

Secretary

1. The Secretary shall be elected by the Authority from among the members of the Authority at the annual meeting of the Authority and shall hold office until the first day of February next ensuing and until his successor shall have been elected and have qualified.
2. The Secretary shall keep the official records and the seal of the Authority, shall certify, when required, copies of records, and shall, from time to time, perform such other duties as shall be assigned to him by the Authority.

ARTICLE VI

Treasurer

1. The Treasurer shall be elected by the Authority from among the members of the Authority at the annual meeting of the Authority and shall hold office until the first day of February next ensuing and until his successor shall have been elected and qualified.
2. The Treasurer shall make and file such financial reports which the Authority deems necessary or desirable.
3. The Treasurer shall make and give bonds, undertakings or other security for the faithful performance of his duties as may be fixed from time to time by the Authority.

ARTICLE VII

Assistant Secretary – Assistant Treasurer

1. The Assistant Secretary and Assistant Treasurer shall be elected by the Authority from among the members of the Authority at the annual meeting of the Authority and shall hold office until the first day of February next ensuing and until his successor shall have been elected and have qualified.
2. The Assistant Secretary or Assistant Treasurer shall assist the Secretary and Treasurer in the performance of their duties, and, in the absence or incapacity of the Secretary or Treasurer shall assume and perform all duties and powers of the Secretary or Treasurer.

ARTICLE VIII

Committees

1. The Chairman the Authority, may from time to time appoint committees composed of the Authority members whenever it is deemed necessary or desirable in carrying out the business of the Authority.

ARTICLE IX

Amendments

1. These By-Laws may be amended or repealed at any regular or special meeting of the Authority by the votes of at least four members provided notification has been sent by mail informing each member that such action is to be considered. Such notification shall include details of all proposed changes or amendments.