

# **AGENDA**

## **HILLSBOROUGH MUNICIPAL UTILITIES AUTHORITY**

**Wednesday, February 27, 2019**

### **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, 2018.**

### **ROLL CALL**

### **REORGANIZATION (Agenda attached)**

### **APPROVAL OF MINUTES – January 22, 2019**

### **BUSINESS FROM THE FLOOR**

### **MATTERS FOR CONSIDERATION**

- **Resolution – Approval of a Sanitary Sewer Connection for the US 206 Hillsborough Self Storage**
- **Resolution – Approval of a Sanitary Sewer Connection for Amwell Terrace, Block 200.01 Lots 4, 5 and 6**
- **Resolution – Approval of a Sanitary Sewer Connection for Terrace Industrial Park, Block 185, Lot 1**
- **NJUAJIF Safety Awards**

**Reminder - Chuck Casagrande will conduct the MEL (Municipal Excess Liability) Public Officials Training at the MUA office on February 27, 2019 at 7:00 pm.**

**Reminder – AEA Convention in Atlantic City - March 12 – 13, 2019**

### **Project Status Report**

### **SRVSA Report**

### **CLAIMS LIST APPROVAL**

**Operating Fund – February 27, 2019**

### **ADJOURNMENT**

**AGENDA**

**TOWNSHIP OF HILLSBOROUGH  
MUNICIPAL UTILITIES AUTHORITY**

**ORGANIZATION MEETING**

**February 27, 2019**

**Roll Call**

**Announcement of Compliance with Open Public Meetings Act**

**Oath of Office – Frank Scarantino**

**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 Special Counsel**

**Appointment of Auditor**

**Appointment of Consulting Engineer**

**Appointment of Professional Engineer**

**Organization Meeting Agenda**  
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**Appointment of Risk Management Consultant**

**Appointment of Operations Consultant**

**Designation of Executive Director As “Authority Officer”**

**Appointment of Public Agency Compliance Officer**

**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 27, 2019

#### 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 9, 2018.

#### Oaths of Office

Frank Scarantino – 5 year term to expire 1/31/2024

#### 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, 2020.

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 February 29, 2020; 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 27, 2019	September 25, 2019
April 24, 2019	October 23, 2019
May 22, 2019	November 26, 2019
June 26, 2019	December 18, 2019
July 24, 2019	January 22, 2020
August 28, 2019	February 26, 2020

**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.

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 27th day of February 2019, 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 - Law Office of Peter Cipparulo, III, LLC**

**Appointment of Auditor – Suplee Clooney and Co**

**Appointment of Special Counsel - John Napolitano, of Cleary, Giacobbe, Alfieri & Jacobs, LLC**

**Appointment of Consulting Engineer - Jerry Harris of CME Associates**

**Appointment of Professional Engineer – Van Note Harvey Assoc**

**Appointment of Operations Consultant - DFR Constulting, LLC**

**Appointment of Risk Management Consultant – Danskin Agency**

**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.

**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

Columbus Day  
General Election Day



Lincoln's Birthday  
Presidents Day  
Good Friday  
Memorial Day  
Independence Day  
Labor 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, 2020.

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**