

**APPROVED**

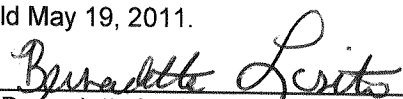
Bergen County Improvement Authority  
**ONE Bergen County Plaza,  
Hackensack, New Jersey**  
SPECIAL MEETING

**CERTIFIED MINUTES**  
**May 19, 2011**

Present: Commissioners P. Wilson, L. Visotcky, K. Corcoran, L. D'Arminio, E. Trawinski  
BCIA Staff: R. Garrison, M. Raguseo, J. Montag, B. Losito, G. Velazquez  
General Counsel: J. Shahdanian, Esq.

TOPIC	DISCUSSION	ACTION/DECISION
Call to Order	The meeting was called to order at 10:10 a.m. by Chairperson Wilson.	
Proof of Notice of Special Meeting	B. Losito read the Notice of Special Meeting.	
Roll Call	Roll Call of Commissioners:  Commissioner Corcoran – Present Commissioner D'Arminio – Present Commissioner Trawinski - Present Commissioner Visotcky – Present Chairperson Wilson – Present  Members of the Public in attendance: -John Libretti, Esq., Assistant Co. Counsel -Len Nix, Bergen County citizen  Chairperson Wilson stated for the record that all Commissioners serve on the BCIA Board without compensation. That includes Mr. Trawinski, Ms. Visotcky, Mr. Corcoran, Mr. D'Arminio and himself.  Chairperson Wilson asked if we can establish a policy for telephone meetings. When someone enters a telephone meeting while it is already in progress, he asked that the person be formally announced and the time documented.	Roll call taken.

I hereby certify that these are the minutes of the meeting held May 19, 2011.

  
Bernadette Losito, Assistant Secretary

Open to Public Comment                      Motion was made by Commissioner D'Arminio to open the meeting for public comment with regard to today's agenda. Motion was seconded by Commissioner Visotcky and carried unanimously.                      Motion carried.

Close to Public Comment                      As there were no comments from the public wishing to be heard, Motion was made by Commissioner Corcoran and seconded by Commissioner Trawinski to close the meeting for public comment.                      Motion carried.

Motion passed unanimously.

Discussion: Resolution #11-57 thru #11-59

Chairperson Wilson gave an overview of resolutions on today's agenda.

Commissioner D'Arminio asked if each of today's Resolutions be offered separately as the Board had a subcommittee review each matter. Chairperson Wilson stated that Vice Chairperson Visotcky chaired the subcommittee along with Commissioner Trawinski. Commissioner Trawinski advised that he was unable to attend the subcommittee review meeting, but he had had a chance to interview Mr. Bruinooge and feels he is well qualified to serve the BCIA as General Counsel. There was some question as to the reduction in hourly rate which prompted a discussion that an associate might be assigned to our counsel needs. Mr. Bruinooge assured that he would personally provide his services at the reduced hourly rate except in the rarest of circumstances. He understands that governmental work is at reduced rates. The same concern was raised with Wolff & Samson. See Resolution #11-58 below.

Vice Chairperson Visotcky reviewed the RFQ submissions as well as interviewed both Bruinooge & Associates and Wolff & Samson and hereby makes recommendation to the Board to approve these firms as General Counsel and Special Counsel, BRMC respectively.

Commissioner D'Arminio mentioned that there needs to be a continuing role of the present General Counsel to consult or finish up some of the items he had been handling. Vice Chairperson Visotcky had asked Executive Director Garrison to make a recommendation as to how we can effectively handle the transition. Commissioner Trawinski advised that the administration would support previous counsel's

continuation of services in this manner. Chairperson Wilson asked Commissioner Trawinski to clarify whether this would be done by contract or understanding. Commissioner Trawinski advised that once the new counsels meet with the previous counsels and determine the details of the transition, a decision will be made, if necessary, should a formal contract need to be considered.

Commissioner D'Arminio advised that Mr. Bruinooge has a very good reputation and that he is pleased that he will serve the Authority at the reduced hourly rate.

Executive Director Garrison reiterated Mr. Trawinski's comments and clarified for the record that the actual contracts for both Bruinooge & Associates and Wolff & Samson are at the hourly rate of \$150.00 for the eight (8) months remaining until the BCIA reorganization meeting in February 2012.

Chairperson Wilson advised that he personally knows Mr. Bruinooge and is sure that he will serve the Authority well.

Resolution #11-57

A motion was made by Commissioner Trawinski and seconded by Commissioner Corcoran to approve the following Resolution:

Resolution approved.

#11-57 Award Contract – General Counsel (Bruinooge & Associates).

A Roll Call vote resulted as follows:

Commissioner Corcoran – yes  
Commissioner D'Arminio – yes  
Commissioner Trawinski – yes  
Commissioner Visotcky - yes  
Vice Chairman Wilson – yes

Chairperson Wilson asked if there were any comments concerning the next offered Resolution awarding a contract to Wolff & Samson for Special Legal Counsel, BRMC. Commissioner D'Arminio advised that he knows Wolff & Samson by their outstanding reputation. However, he does not know the individual involved, more specifically there background in hospital matters. Chairperson Wilson advised that he had interviewed the named representatives. Vice Chairperson Visotcky also interviewed these individuals and advised that she felt that they have the

expertise to handle all hospital related matters. Commissioner Trawinski offered that Wolff & Samson's Arthur Goldstein is a resident of Bergen County and has observed from a distance the history of BRMC from its Bergen Pines beginnings. Their firm, as special counsel, has handled similar facilities inter- and intra-state, as well as the Middlesex County substantial nursing homes transition, which has taken four years to concluded. The later transaction has similarities with BRMC. Commissioner Trawinski advised that Mr. Goldstein works very closely with partner Dorit Kressel who has substantial experience in this area.

Commissioner D'Arminio supports the contract award to Wolff & Samson with the understanding that Joe Rizzi (Beattie Padovano), who has lived the BRMC contract, advice/service be continued in some capacity. Commissioner Trawinski advised that Mr. Rizzi will have continued participation. Chairperson Wilson wanted to state for the record for Mr. Rizzi to have continued participation in BRMC matters. Chairperson Wilson also interviewed Mr. Goldstein and Ms. Kressel. He found Mr. Goldstein to have a good attitude towards his role and approach to hospital matters. However, he did not get a chance to interview David Hyman, the firm's health care expert, who was listed in the RFQ. Executive Director Garrison asked to reiterate the reduced \$150 hourly rate and the eight (8) month time frame of the contract.

Resolution #11-58

A motion was made by Commissioner Trawinski and seconded by Commissioner Visotcky to approve the following Resolution:

Resolution approved.

#11-58 Award Contract – Special Legal Counsel (Wolff & Samson).

A Roll Call vote resulted as follows:

Commissioner Corcoran– yes  
Commissioner D'Arminio – yes  
Commissioner Trawinski – yes  
Commissioner Visotcky - yes  
Vice Chairperson Wilson – yes

Commissioner D'Arminio asked for clarification as to our need for a Financial Printer. Executive Director Garrison advised that this designation is for the printing services needed to prepare official statement for our bond deals. Further he mentioned

that the BCIA did not receive any responses to our recent RFQ offering of Financial Printer. The BCIA only received one response to our recent RFQ offering for Auditor. Ideally we would like a bigger pool of qualified responders from which to choose. Commissioner Trawinski advised that it would be appropriate for any Commissioner, counsel or staff to invite any qualified party to respond to RFQs.

Resolution #11-59

A motion was made by Commissioner Corcoran and seconded by Commissioner Trawinski to approve the following Resolution:

Resolution approved.

#11-59 Authorize Issuance of RFQs.

A Roll Call vote resulted as follows:

Commissioner Corcoran – yes  
Commissioner D'Arminio – yes  
Commissioner Trawinski – yes  
Commissioner Visotcky - yes  
Vice Chairperson Wilson – yes

Other Business:

Commissioner Trawinski asked Chairperson Wilson if he could make a few comments. Chairperson Wilson affirmed his request. Commissioner Trawinski asked to publicly thank Mr. Shahdanian and his firm for his service. He wanted to acknowledge that these transitions are not easy and he wanted to commend the dignity, grace and professionalism that he and Ralph Lamparello have shown throughout their service to the BCIA. He also wanted to acknowledge publicly, more specifically by adopting a resolution at our next meeting commending their service. Chairperson Wilson agreed and wanted to add that Counsel Joe Rizzi, along with his firm of Beattie Padovano, be commended in a similar manner.

Adjournment

There being no further business, Motion was made by Commissioner D'Arminio to adjourn the special meeting. Commissioner Trawinski seconded this Motion at 10:36 a.m. Motion carried unanimously.

Motion carried.