

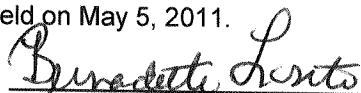
APPROVED

Bergen County Improvement Authority
**ONE Bergen County Plaza,
Hackensack, New Jersey**
REGULAR MEETING
CERTIFIED MINUTES
May 5, 2011

Present: Commissioner 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.
Compliance Officer: F. Tomkins
Urban Health Institute: P. Breyer

TOPIC	DISCUSSION	ACTION/DECISION
Call to Order	The meeting was called to order at 6:20 p.m. by Chairperson Wilson.	
Proof of Notice of Regular Mtg.	B. Losito read the Notice of Regular Meeting.	
Roll Call	Roll Call of Commissioners: Commissioner Corcoran – Present Commissioner D'Arminio – Present Commissioner Trawinski - Present Commissioner Visotcky – Present Chairperson Wilson – Present	Roll Call taken.
Open to Public Comment	Motion was made by Commissioner Corcoran to open the meeting for public comment with regard to items on 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 passed unanimously.	Motion carried.

I hereby certify that these are the minutes of the meeting held on May 5, 2011.


Bernadette Losito, Assistant Secretary

Verification of Certified
Minutes

Motion was made by Commissioner
Trawinski and seconded by Commissioner
Visotcky to verify the Minutes of the following
meetings:

Minutes approved.

March 3, 2011 – Closed Session
April 7, 2011 – Regular Session
April 7, 2011 – Work Session
April 7, 2011 – Closed Session

A Roll Call vote resulted as follows:

Commissioner Corcoran – Aye
Commissioner D'Arminio – Aye
Commissioner Trawinski – Aye
Commissioner Visotcky – Aye
Chairperson Wilson – Aye

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.

Resolutions #11-43 through
#11-52, #11-54 through
#11-55

Chairperson Wilson asked Executive Director
Garrison to present today's resolutions.

Resolution 11-43 Payment of Bills, prompted
Chairperson Wilson to question the bill for
Xquizit Technologies. Deputy Executive
Director Raguseo advised that we are in the
process of updating our website using the
County of Bergen Data Processing
Department; however, until we are ready to
launch the new site, we are still utilizing
Xquizit Technologies' services.

Commissioner D'Arminio asked for an explanation
of Resolution #11-44 Disbursement of Proceeds -
Kean University/OCC Campus Construction
Requisition #2 – April 15, 2011. General Counsel
Shahdanian advised that this situation is similar to
BCC bond deal where funds are disbursed upon
completion/certification at various points in the
construction process. Kean University/OCC was
able to use Bergen County's Authority bonding
services as Ocean County does not have an
improvement authority.

Commissioner Trawinski advised that as he is the
Administrator of the County of Bergen, he is
technically Alfred Dispoto's superior and asks to
abstain from voting on Mr. Dispoto's appointment
Chief Financial Officer of the BCIA in Resolution
11-52 on tonight's agenda.

Chairperson Wilson asked that we adopt an additional Resolution holding over those professionals who presently have contracts with the BCIA until new contracts are awarded either by a special meeting or at next month's regular public meeting.

In furtherance of this evening's contract award for BRMC Building 10 Tunnel, Commissioner Corcoran asked if it was prudent for the BCIA to investigate whether any of the other hospital tunnels need immediate attention. Mr. Raguseo responded that the BCIA is proactive and our on-call architect does periodically inspect the premises for such purpose. Mr. Garrison wanted to make note that BCIA meets every other week and every fourth week with the hospital representatives to discuss campus issues. Mr. Formanek said that RSC Architect had done a brief study and assured that Buildings 10 and 5 are the areas which need immediate attention. Commissioners Corcoran and D'Arminio jointly requested that a photographic study be compiled to give us a base line of the situation. Mr. Raguseo said this could be done through RSC Architects' On-Call Contract with the BCIA.

A motion was made by Commissioner Corcoran and seconded by Commissioner Visotcky to approve the following Resolutions:

Resolutions approved

- #11-43 Payment of Bills
- #11-44 Disbursement of Proceeds – Kean University/OCC Campus Construction Requisition #2 – April 15, 2011
- #11-45 Award Emerg. Contract – J. Fletcher Creamer & Son, Inc.-BRMC Building 14 Water Main Break Repair – 2/11
- #11-46 Award Emergency Contract – Adamo Brothers, Inc. – BRMC Building 5 Tunnel Shoring – 3/11
- #11-47 Amendment to By-Laws of BCIA
- #11-48 Disbursement of Proceeds – BCC Lyndhurst Campus Construction Requisition #5 – April 25, 2011
- #11-49 - Pulled -
- #11-50 Award Emerg. Contract – J. Fletcher Creamer & Son, Inc.-BRMC Building 3 Water Main Break Repair – 2/11
- #11-51 Award Contract – BRMC Buildings 6 and 8 Sprinkler System – Landmark Fire Protection
- #11-52 Award Contract – Chief Fin. Officer
- #11-54 Award Contract – BRMC Building 10 Tunnel Repair Project – Louis Garguilo Company, Inc.

#11-55 Continuation of BCIA Professional
Contracts on a Holdover Basis
Pending New Contract Awards

A Roll Call vote resulted as follows:

Commissioner Corcoran – yes
Commissioner D'Arminio – yes
Commissioner Trawinski – yes, except
abstention for Resolution #11-52
Commissioner Visotcky - yes
Chairperson Wilson – yes

Closed Session

Chairman Wilson asked for a Motion to go into Closed Session. A motion was made by Commissioner D'Arminio and seconded by Commissioner Trawinski.

Motion carried.

Resolutions #11-56

Closed Session

Resolution approved.

Chairperson Wilson asked Counsel Shahdanian to state for the record the need for closed session. Counsel Shahdanian stated that the matters to be discussed in Closed Session are: BRMC personnel issues, BRMC potential litigation and BCIA personnel. Closed Session minutes will be released to the public once the matters are made public.

Chairperson Wilson advised that after Closed Session the Board will reconvene in the Regular Session only to motion and approve the BCIA adoption of Resolution 11-53 Authorize Issuance of RFQs.

A Roll Call vote resulted as follows:

Commissioner Corcoran – Yes
Commissioner D'Arminio – Yes
Commissioner Trawinski – Yes
Commissioner Visotcky – Yes
Chairperson Wilson – Yes

Reconvene Regular Session

At 8:23 p.m., Chairperson Wilson asked for a motion to reconvene to our Regular Session. A motion was made by Commissioner Corcoran and seconded by Commissioner Trawinski.

Motion carried.

Resolution #11-53

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

Resolution approved.

#11-53 Authorize the Issuance of Requests For Qualifications, as revised

Next Meeting

Our next meeting date will be Thursday, June 2, 2011 at 5:30 p.m., in Room 460-The Learning Center, at ONE Bergen County Plaza, Hackensack, New Jersey.

Adjournment

There being no further business, Motion was made by Commissioner Corcoran and seconded by Commissioner Trawinski to adjourn the meeting at 8:26 p.m. Motion carried unanimously.

Motion carried.

Respectfully submitted,

Bernadette Losito
Assistant Secretary

AMENDED AND RESTATED BY-LAWS

OF

THE BERGEN COUNTY IMPROVEMENT AUTHORITY

The objects, aims and purposes of The Bergen County Improvement Authority (the "Authority") are those set forth in Chapter 183, Laws of 1960 (N.J.S.A. 40:37A-44, et seq.) of the State of New Jersey, as amended and supplemented, and the following Amended and Restated By-Laws are, pursuant to Resolution No. 11-47 dated May 5, 2011, adopted by the Authority as of May 5, 2011 to guide and facilitate the performance by the Authority of the powers and duties delegated to it pursuant to Resolution No. 125, which was adopted on May 7, 1986 and by which the Authority was created by the Bergen County Board of Chosen Freeholders.

ARTICLE I - THE AUTHORITY

Section 1. Name of Authority. The name of the Authority shall be "The Bergen County Improvement Authority".

Section 2. Seal of Authority. The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority.

Section 3. Office of the Authority. The offices of the Authority shall be located at One Bergen County Plaza, Hackensack, New Jersey, or at such other place in Bergen County as the Authority may, from time to time, designate.

Section 4. Members. There shall, pursuant to N.J.S.A. 40:37A-48, be five (5) members of the Authority, who shall be known as Commissioners.

Section 5. Indemnification. The Authority shall indemnify, defend and hold harmless any past, present and future member of the Authority, all past, present and future employees of the

Authority, all past, present and future public employees employed by the County but assigned by the County to work for and on behalf of the Authority, and all past, present and future employees as defined in N.J.S.A. 59:1-1, et seq. (hereinafter collectively referred to as the “Authority’s Indemnites”), from and against any and all claims arising from an act or omission of any such Indemnitee within the scope of the performance of such individual’s duties as a member or employee of the Authority or as an employee of the County assigned to the Authority. Such indemnification shall include reasonable costs and expenses, including attorney fees, incurred in defending such claims. No Authority Indemnitee shall be entitled to a defense or indemnification by the Authority unless such person cooperates, in the preparation and presentation of his/her defense, with legal counsel selected by the Authority to handle such matters.

The foregoing right to a defense and indemnification shall not be exclusive of any other rights, including rights under the County of Bergen’s Employee Indemnification Policy, to which any Indemnitee may be entitled as a matter of law or which may be lawfully granted to such person; and the right to a defense and indemnification hereby granted by this Authority shall be in addition to and not in restriction or limitation of any other privilege or power which this Authority may lawfully exercise with respect to the defense, indemnification or reimbursement of an Authority Indemnitee; except that in no event shall any such Indemnitee receive indemnification in excess of the full amount of a claim and reasonable fees and expenses incurred in defending such claim.

Expenses incurred by any Authority Indemnitee in defending any such action, suit or proceeding will be paid by the Authority in advance of a final determination in such action, suit or proceeding, provided that the Authority has in advance thereof received such payment on a case by case basis and further provided that the Authority has in advance received from such Indemnitee a

written agreement, in a form approved by counsel for the Authority, to reimburse all such amounts to the Authority in the event of an ultimate determination that the conduct in question was such as to fall outside the scope of coverage under the Indemnification provisions of this Section. Conduct outside the scope of coverage under the Indemnification provisions of this Section shall be deemed to include acts constituting actual fraud, actual malice, willful misconduct or an intentional wrong. However, the decision as to whether the conduct in question falls within or outside the scope of coverage under the Indemnification provisions of this Section is to be made solely by a resolution adopted by the then present members of the Authority, it being understood that, in the event that a present member of the Authority is an Indemnitee, that member shall not be entitled to vote on the resolution.

ARTICLE II - OFFICERS

Section 1. Officers. The officers of the Authority shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary and an Assistant Secretary.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Authority. Except as otherwise authorized by resolution of the Authority, the Chairperson shall sign all contracts, deeds, and other instruments made by the Authority. At each meeting of the Authority, the Chairperson shall submit for consideration by the Authority such recommendations and information as the Chairperson may consider proper concerning the business affairs and policies of the Authority. The Chairperson shall perform such other duties as are hereinafter described in these By-Laws.

Section 3. Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and, in the case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the

Chairperson until such time as the Authority shall select a new Chairperson. In the event that neither the Chairperson nor the Vice-Chairperson is in attendance at a meeting of the Authority, then, a quorum being present, a temporary Chairperson shall, by a majority vote of such quorum, be designated to preside over such meeting.

Section 4. Treasurer. The Treasurer shall have the care and custody of all funds of the Authority.

Section 5. Secretary and Assistant Secretary. The Secretary and Assistant Secretary shall perform the duties which are common to such offices, and shall perform such duties as may from time to time be assigned to each such officer by the Chairperson.

Section 6. Additional Duties. The Officers of the Authority shall perform such other duties and functions as may, from time to time, be required by the Authority, or by the By-Laws or Rules and Regulations of the Authority, or by the Statutes of the State of New Jersey.

Section 7. Election or Appointment. Each of the Chairperson and the Vice-Chairperson shall, at the Annual Meeting of the Authority or at such meeting of the Authority as is called for purposes of organization/reorganization, be elected from among the Commissioners of the Authority, and shall hold office until February 1st next ensuing, and until his/her successor is elected and qualified.

Each of the Treasurer, Secretary and Assistant Secretary may, but need not be, a Commissioner, shall be appointed at the Annual Meeting of the Authority or at such meeting of the Authority as is called for purposes of organization/reorganization, and shall hold office until February 1st next ensuing, and until his/her successor is appointed and qualified.

All nominations for office, including but not limited to those for the offices of Chairperson and Vice-Chairperson, shall be made from the floor at the Annual Meeting of the

Authority or at such meeting of the Authority as is called for purposes of organization/reorganization. After such nominations have been made and duly seconded, they shall be voted upon by voice vote, unless a request is made for a roll call vote, in which case a roll call vote shall then be taken. The roll shall be called in alphabetical order except that the Chairperson shall vote last.

Section 8. Vacancies. Should the office of Chairperson or Vice-Chairperson become vacant, the Authority shall, from among the Commissioners of the Authority, appoint a successor at the next regular meeting of the Authority, and such appointment shall be for the unexpired term of said office. Should the office of Treasurer or Secretary or Assistant Secretary become vacant, the Authority shall appoint a successor at the next regular meeting of the Authority, and such appointment shall be for the unexpired term of said office.

ARTICLE III - PERSONNEL

Section 1. Final Decisions. The Commissioners shall make the final decisions in all personnel matters.

Section 2. Executive Director. The Executive Director shall have such duties as the Authority shall delegate and shall have general supervision over the administration of the Authority's business and affairs, subject to the direction of the Commissioners. The Executive Director shall keep in safe custody the seal of the Authority and shall have the power to affix such seal to all contracts and instruments authorized to be executed on behalf of the Authority.

The Executive Director shall be appointed by the Commissioners. Any person appointed to fill the office of Executive Director, or any vacancy therein, shall have such term as the Authority shall fix. No Commissioner of the Authority shall be eligible for this office except as a

temporary appointee, and any such temporary appointment of a Commissioner shall be without compensation.

Section 3. The Recording Secretary. The Assistant Secretary shall act as the Secretary and shall keep the records of the Authority, shall act as secretary of the meetings of the Authority, shall record all votes, shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all other duties incidental thereto.

No Commissioner of the Authority shall be eligible for the office of Assistant Secretary except as a temporary appointee, and any such temporary appointment of a Commissioner shall be without compensation.

Section 4. Additional Personnel. The Authority may, from time to time, employ such additional personnel as it deems necessary to exercise the powers, duties and functions delegated to it by the County Improvement Authorities Law, N.J.S.A. 40:37A-44, et seq., and by all other laws of the State of New Jersey applicable thereto. The selection and compensation of such personnel shall be determined by the Authority, subject to the laws of the State of New Jersey.

Section 5. Special Services. Consultants, professionals and advisors may be hired by the Authority. Resolutions proposing the hirings of such individuals or companies shall be submitted in writing and adopted by the Authority in accordance with these By-Laws.

ARTICLE IV - MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Authority shall be held on February 1st or as soon thereafter as a quorum may be convened.

Section 2. Regular Meetings. Regular Meetings of the Authority shall, in accordance with an annual notice (schedule) of regular meetings adopted, published and posted by the Authority in accordance with Sections 3 and 13 of the Open Public Meetings Act, N.J.S.A. 10:4-8(d) and N.J.S.A. 10:4-18, respectively, be held on such dates and at such times and places as are designated by the Authority in such annual notice of regular meetings.

Section 3. Special Meetings. The Chairperson shall have the power to notice a Special Meeting of the Authority for the purposes of transacting only such business as is designated in the notice. It shall be the duty of the Chairperson, when requested to do so by any Commissioner, to call a Special Meeting. The notice of a Special Meeting (in accordance with Section 3 of the Open Public Meetings Act, N.J.S.A. 10:4-8(d)) shall set forth the time, date, location and, to the extent known, the agenda for such meeting, shall accurately state whether formal action may or may not be taken, and shall either be delivered by hand to each member of the Authority or mailed to arrive at the business or home address of each member at least 48 hours prior to the time of such Special Meeting. In addition, the notice of a Special Meeting shall (at least 48 hours prior to such meeting) be posted, published and filed in accordance with the provisions of Section 3 of the Open Public Meetings Act (N.J.S.A. 10:4-8(d)).

Section 4. Emergency Meetings. Emergency Meetings (as to which written advance notice of at least 48 hours cannot be given) may only be called in accordance with the provisions of Section 4(b) of the Open Public Meetings Act, N.J.S.A. 10:4-9(b), which requires (a) an affirmative vote of three-quarters of the members present, determining that such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice would be likely to result in substantial harm to the public interest; (b) that the Emergency Meeting be limited to discussion of and acting with respect to such matters of urgency and

importance; (c) that notice of such meeting be provided as soon as possible following the calling of such meeting by posting written notice of the same in the appropriate public place, and also by notifying two newspapers by telephone or telegram or by delivering a written notice of same to such newspapers; and (d) either (i) that the Authority could not reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided, or (ii) that, although the Authority could reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided, it nevertheless failed to do so.

Section 5. All meetings shall be open to the public. Although all meetings of the Authority shall be open to the public, the Authority, upon motion duly made, seconded and passed, shall have the right to close a portion of a meeting to the public for the discussion of any action or matter falling within any exception or exceptions (as provided for in Section 7 of the Open Public Meetings Act, N.J.S.A. 10:4-12(b)) to the public hearing requirements of the Act.

Section 6. Quorum. The powers of the Authority shall be vested in the Commissioners thereof in office from time to time. A majority of the sworn Commissioners shall constitute a quorum at any meeting thereof held for the purpose of conducting the Authority's business and exercising the Authority's powers and for all other purposes, but a smaller number may adjourn a meeting from time to time, until a quorum is present. At any meeting of the Authority at which a quorum is present, action may be taken and motions and resolutions adopted by the affirmative vote of a majority of the Commissioners.

Section 7. Order of Business. At the Regular Meetings of the Authority, the following shall be the order of business:

1. Proof of Notice of Meeting or Waiver of Notice.
2. Roll Call.
3. Pledge of Allegiance.

4. Approval of the Minutes of the Previous Meetings.
5. Open Meetings to Public Participation.
6. Bills and Correspondence.
7. Resolution Proposals.
8. Adjournment.

During the order of business, executive (closed) sessions may be called, as needed, by resolution in accordance with the Open Public Meetings Act.

All resolutions shall be in writing and shall be incorporated in the minutes of the proceedings of the Authority by reference to the date and resolution number.

All business shall be conducted in accordance with the regulations set forth in Robert's Rules of Order unless otherwise specified in these By-Laws.

Section 8. Manner of Voting. The votes of the Commissioners on resolutions and all other matters will be by voice vote, unless a request is made for a roll call vote, in which case a roll call vote will then be taken. The roll shall be called in alphabetical order, except that the Chairperson shall vote last.

Section 9. Agenda. The agenda for each meeting of the Authority shall be prepared by the Executive Director in consultation with the Chairperson. Any Commissioner may add items to the agenda.

Section 10. Public Participation. During the public participation period at each meeting of the Authority, each speaker will be permitted to speak for a maximum of seven (7) minutes.

ARTICLE V - COMMITTEES

There shall be such standing and special committees of the Authority as shall from time to time be designated by the Chairperson. Each such committee shall consist of no less than two members, all of whom shall be appointed by the Chairperson and one of whom shall be designated by the Chairperson to act as the chairperson of the committee.

ARTICLE VI - REQUESTS FOR INFORMATION


The Authority will not honor any citizen request for information pursuant to either the Right to Know Law, N.J.S.A. 47:1A-2 et seq., or the common law except insofar as such request complies with the terms of this article. The Authority will require each request to be in writing. The Authority reserves the right to charge a per page fee of \$.75 for information which is provided pursuant to such information request.

ARTICLE VII - AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of at least three (3) members of the Authority at any Regular Meeting of the Authority or at any Special or Emergency Meeting of the Authority called for the purpose of amending these By-Laws, provided that the notice requirements of the Open Public Meetings Act with respect to any Regular Meeting or any Special or Emergency Meeting have been complied with and the notice for any such Meeting has, where required by the Act, set forth the alterations, amendments or changes which were proposed to be made in the By-Laws.

These Amended and Restated By-Laws were adopted at a Regular Meeting of the Bergen County Improvement Authority held on May 5, 2011.

Dated: May 5, 2011


Bernadette Losito, Assistant Secretary