

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

**CERTIFIED MINUTES  
February 17, 2011**

Present: Commissioners P. Wilson, L. Visotcky, K. Corcoran, L. D'Arminio, R. Salkin, 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 9:35 a.m. by Chairman 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 Salkin - Present Commissioner Visotcky – Present Chairman Wilson – Present  Members of the Public in attendance: John A. Felice, Freeholder Liaison to BCIA Susan L. Rose, Freeholder Aide to J. Felice John Libretti, Esq, Assistant County Counsel Edward Trawinski, Commissioner to be sworn in. Michael Gartland, Staff Writer from <u>The Record</u> entered the meeting at 9:50 a.m.	Roll Call taken.
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.  Commissioner Salkin asked to be heard by the Board. He expressed his opinion that Mr. Trawinski cannot serve as both County	Motion carried.

I hereby certify that these are the minutes of the meeting held on February 17, 2011.

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Bernadette Losito, Assistant Secretary

Administrator and BCIA Commissioner. Further, he advised that he plans on filing an ethics complaint in this matter.

Chairman Wilson and Vice-Chairperson Visotcky thanked Commissioner Salkin for his service. Commissioner Salkin advised that it has been his pleasure to serve and then exited the meeting.

Freeholder John A. Felice, Liaison to the BCIA addressed the Board and expressed his honor and privilege to serve in this capacity for the citizens of Bergen County and hope that we proceed on a basis of cooperation and diligence. Chairperson Wilson welcomed Freeholder Liaison Felice and feels that he will find the Board professional and very conscious of their role on behalf of the citizens of Bergen County.

General Counsel Shahdanian asked to put on the record that it is the opinion of the Improvement Authority that Commissioner Salkin is mistaken that the N.J.S.A. 40:37a-52 provides for any person to be a member of the Board of Commissioners as long as they are not a member of the governing body of the County of Bergen or that we do business with or provide them loans. Further, as Mr. Trawinski is not a member of the governing body of Bergen or any other county, he is able to serve. Assistant County Counsel Libretti agreed with Mr. Shahdanian and advised that the County Administrative Code permits the County Executive to appoint the County Administrator to boards as a voting member. Mr. Trawinski is not an elected official.

Freeholder Felice advised that he sponsored the Resolution appointing Mr. Trawinski for this appointment and that he has the honor of knowing Mr. Trawinski for many years and that he cannot speak highly enough of his integrity and intellect. Chairman Wilson spoke for himself and the other Board members that we are delighted to have Mr. Trawinski on our Board.

Close to Public Comment

As there were no other comments from the public wishing to be heard, Motion was made by Commissioner D'Arminio and seconded by Commissioner Corcoran to close the meeting for public comment.

Motion carried.

Motion passed unanimously.

John Shahdanian, Esq., administered the oath of office to Commissioner Edward Trawinski. Commissioner recited and accepted oath.

Discussion: Resolution #11-28

Chairman Wilson gave an overview of resolution on today's agenda, more specifically a Resolution rescinding certain resolutions approved at our last meeting. These Resolutions involve Resolution Nos. 11-21, 11-22 and 11-23 Awarding Contracts to Gibbons, P.C., respectively.

Commissioner Trawinski advised that the County Administration deemed it appropriate that it offer Mr. Garrison and the BCIA the use and assistance of all of the County public information people, including Chief of Staff Jeanne Baratta and Public Information Officer Joe Appio. These services will be made available to the BCIA Executive Staff and its Commissioners at no cost to the BCIA.

Commissioner D'Arminio asked to go through the Resolutions we will be rescinding to make sure that the BCIA will have a smooth transition. Mr. Raguseo advised that Gibbons law firm has two outstanding grants that have yet to be completed. Commissioner D'Arminio asked if we can make some special arrangement, possibly an hourly wage for them to finish up on these matters. The two outstanding grants are an \$80,000 Green Acres Grant for the BEC and the other is a \$200,000 BRMC Building 11 Sprinkler Project. Chairman Wilson advised that we do not want to lose what we already have secured. Commissioner D'Arminio mentioned that June Montag is now on board to help with this process.

Commissioner Trawinski advised that he has relayed to the BCIA Executive Staff that the County Administration has no problem with above-mentioned special arrangement with the Gibbons firm to conclude open matters.

Commissioner D'Arminio asked if Catania Consulting had any matters outstanding. Counsel Shahdanian advised that Catania Consulting was the spokesperson for the BCIA and were paid on a monthly retainer basis.

Commissioner D'Arminio asked what our protocol/policy for inquiries from the press. He also expressed that he would like the Chairman and Commissioners be made aware of press inquiries. Executive Director Garrison advised that the BCIA is currently working on protocol/policy which will be discussed with the Board and ultimately be made available once it is complete.

Commissioner D'Arminio expressed the need for the BCIA to get the word out as to what products/services the BCIA has available. Executive Director Garrison mentioned that he had reviewed the minutes from previous meetings, more specifically the agenda for the upcoming year that was included in those minutes. He advised that the Executive Staff is in discussion with the administration and is already moving forward with some of its initiatives. Commissioner Trawinski asked that the Freeholder Board, more specifically Freeholder Felice be an active participant in this matter.

Freeholder John Felice asked if in an effort to move towards governmental transparency that the public meetings be moved to the Calabrese Caucus room on the 5<sup>th</sup> Floor where there is recording capabilities. Also, he suggested that the Commissioner attend meetings in person. Chairman Wilson advised Freeholder Felice that today's meeting is held under an extraordinary circumstance at the request of the new administration. The Board meets monthly in The Learning Center, on the 4<sup>th</sup> Floor. These meetings are attended by all Commissioners and are recorded. Commissioner D'Arminio has requested that the minutes be maintained and put on the website. Freeholder Felice further expressed the public friendly, well equipped virtues of the Calabrese Caucus Room. Chairman Wilson invited Freeholder Felice to our next meeting in The Learning Center. Chairman Wilson advised that we will make the best decision.

Chairman Wilson advised that Gateway Media is a company who prepares/creates the BCIA Annual Report. Gateway is paid as they perform services. To date we had no solid plans to use this service in the immediate future.

Commissioner D'Arminio asked how we are going to handle this function moving forward. Commissioner Trawinski advised that the County has in-house capabilities to handle

this service, which is available to the BCIA. Commissioner Trawinski advised that the Governor signed into law that each County post its budget on its website. The County Administration will be asking each and every agency to do the same. Chairman Wilson advised that the BCIA welcomes that suggestion.

Chairman Wilson asked Counsel Shahdanian to prepare the Resolution Rescinding the three Resolutions involving Gibbons, Catania Consulting and Gateway Media. Chairman Wilson asked Mr. Shahdanian to request a cost estimate from the Gibbons firm in this regard. In addition, Commissioner Trawinski asked that language be included in the Resolution expressly stating the specific two grant matters that the Gibbons firm will be concluding.

Resolution #11-28

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

Resolution approved.

#11-28 Rescinding Resolution Nos. #11-21, #11-22 and #11-23 Awarding Contracts to Gibbons, P.C, Catania Consulting and Gateway Media, incorporating comments above.

A Roll Call vote resulted as follows:

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

Resolution #11-29

Chairman Wilson wanted to bring up the item concerning the Audit of the BRMC Accounts Receivables which was discussed but omitted from the agenda. Commissioner D’Arminio asked for some background. Chairman Wilson advised that there are two items—first item is the issue concerning the procedural matter of request for qualifications from the public. The other item is that our contract with the manager sets forth that the manager must maintain \$25 million in receivables. In order to ensure that this is done, the BCIA on a periodic basis hires an auditing firm to make sure we safeguard the public. These receivables protect the standing of the hospital and the BCIA. The Manager also has an outstanding \$30 million loan to the County which receivables will

Resolution approved.

Ensure repayment. Chairman Wilson only wants to do one piece of this process today which is to solicit credentials for qualified firms.

Freeholder Felice asked for an explanation as to composition of the \$25 million in receivables. Chairman Wilson advised that receivables are all the payments that come into the BRMC, such as insurance payment, Medicare and the like. Freeholder Felice asked what is the hospital's cash on hand? Chairman Wilson advised that he does not have the answer to this question. Freeholder Felice expressed the importance of the hospital operating with sufficient cash on hand. Further, he asked for the BCIA to provide him with an answer possibly at the next meeting.

A motion was made by Commissioner D'Arminio and seconded by Commissioner Visotcky to approve the following Resolution:

#11-29 Authorize Issuance of RFQ for Special Auditing Services, BRMC, as discussed.

A Roll Call vote resulted as follows:

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

Commissioner Trawinski expressed the Administration's thanks and appreciation for scheduling this Special Meeting so promptly and complying with its request. Chairman Wilson advised that our goal has been to work in cooperation with the new administration.

Freeholder Felice had a few questions regarding the Bergen Equestrian Center, more specifically the operation cost per month which was recently reported in The Record to be \$21,000. His questions are: Why does it cost that much; when is the facility going to open; why is the County/BCIA in this business; and do we have business plan in place.

Commissioner Trawinski advised that the County is in the process of transferring the BEC from the BCIA to the County Parks Department. As part of that transition, the administration is looking into the questions

you asked as well as others. This is a priority to Wolfgang Albrecht and to the administration and he encouraged Freeholder Felice to speak directly to Wolfgang Albrecht about this.

Commissioner D'Arminio wanted to add some comments to this issue. One of the Agenda items the BCIA has been discussing is the possibility of the BEC be transferred to the Parks Department. The BEC had a problem/difficult history and when there was a problem, it was transferred to the Improvement Authority for resolution. Counsel Shahdanian advised that we issued 2 RFPs and the County issued one RFP all without satisfactory submissions. Commissioner D'Arminio advised that there are many possibilities for the facility with autistic and other disabled children. He suggested that maybe an invitation go out to other venues possibly New York City where people can afford and assist the County in operating this costly facility. Commissioner D'Armino offered his opinion that this facility rightfully should be contained within the Parks Department

Adjournment

There being no further business, Motion was made by Commissioner Visotcky to combine the closing of the Closed Session with the motion to adjourn the regular meeting. Commissioner Trawinski seconded this Motion at 10:20 a.m. Motion carried unanimously.

Motion carried.