

PASSAIC COUNTY IMPROVEMENT AUTHORITY
LIST OF AGENDA ITEMS

Meeting to be held on Wednesday, March 22, 2023 at 6 pm. The meeting will be held in person, at 401 Grand Street, Room 220, Paterson, New Jersey 07505.

1. Call to order.
2. Pledge of Allegiance.
3. Roll Call.
4. Open Public Meetings Notice
5. Approval of the Minutes of the March 22, 2023 Board Meeting
6. Public Comment. *(The Chairman will ask if any member of the public wishes to make a comment and to so signify through the Webex or on the conference call. He will then set the order of those wishing to make a public comment).*
7. Executive Session
8. Official Action
 - a. R23-017 Passaic County Improvement Authority, Resolution Concerning The Authority 2022 Audit
 - b. R 23-018 Resolution of the Passaic County Improvement Authority Amending Its Bylaws (Final Reading)
 - c. R 23-019 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Bond Counsel (Expand Pool)
 - d. R 23-020 Resolution Of The Passaic County Improvement Authority Authorizing Payment Of Bills And Reimbursements
9. Old Business/New Business
10. Adjournment.

PASSAIC COUNTY IMPROVEMENT AUTHORITY

MINUTES OF THE BOARD MEETING OF MARCH 22, 2023

The meeting was called to order at 401 Grand Street, Room 220, Paterson, New Jersey. Pledge of Allegiance was said. Roll was taken. Commissioners Ramaglia, and Marco were present. Commissioner Glovin attended the meeting virtually, via Webex. Also present were Heather Litzebauer, Financial Advisor, Richard Cahill, CFO, and Peter Tucci, Esq., General Counsel. Mr. Tucci read the notice, pursuant to the Open Public Meetings Act.

Chairman Marco welcomed Executive Director Gary Schaer. Mr. Schaer thanked Chairman Marco and stated he looked forward to working at the Authority.

Commissioner Ramaglia moved to accept the minutes of the February 22, 2023 meeting. Seconded by Commissioner Glovin. Motion carried unanimously.

Chairman Marco opened the public portion of the meeting. Seeing no member of the public wishing to speak, he closed the public portion of the meeting.

No executive session was held. The Commissioners then discussed holding a special meeting for purposes of holding an executive session, without any official action being taken.

Official Action

The Commissioners then considered the following items:

- a. R 23-014 Resolution of the Passaic County Improvement Authority Amending Its Bylaws

Chairman Marco pointed out the changes to the bylaws. Mr. Tucci confirmed that the changes dealt with the Chairman's duties and the Chairman being able to designate another Commissioner to perform certain duties.

Commissioners	M/S	Y	N	No Vote
Alston				
Bradley				
Glovin	S	X		
Ramaglia	M	X		
Marco		X		

- b. R 23-015 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Trustee

Chairman Marco discussed the process of qualification of these firms. Mr. Tucci stated that the entities listed on the resolution are the ones that replied to the RFQ and, if needed or desired, additional entities could be qualified through a fair and open process.

Commissioners	M/S	Y	N	No Vote
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Alston				
Bradley				
Glovin	M	X		
Ramaglia	S	X		
Marco		X		

c. R 23-016 Resolution Of The Passaic County Improvement Authority Authorizing Payment Of Bills And Reimbursements

Commissioners	M/S	Y	N	No Vote
Alston				
Bradley				
Glovin	S	X		
Ramaglia	M	X		
Marco		X		

New Business / Old Business

Ms. Litzebauer informed the Commissioners that every five years, an arbitrage analysis must be performed on a financing. She further stated that there are two 2017 deals that will require this analysis. She then stated that the Authority has used a reasonably priced, efficient, and competent firm in the past. She stated that she is soliciting proposals for this work to be done and will report back to the Authority at the next meeting. The Commissioners then discussed what would occur, if there is money owed to the IRS. Ms. Litzebauer explained the process, if money was owed.

Ms. Litzebauer provided an update on the closing of the Paterson Arts and Sciences Charter School, stating that the closing went well and that the Authority has received its payment.

Commissioner Ramaglia requested an update on the ProChamps Program. Mr. Cahill provided an update, stating that ProChamps has provided the amounts collected. He is now providing the reimbursements to the municipalities and ProChamps. Chairman Marco stated that this revised process is as a result of recent legislation.

Chairman Marco provided an update with regard to a meeting with the school superintendents of districts in the County. He stated that it was a successful presentation that generated interest. Ms. Litzebauer provided an update on those districts and charter schools that expressed interest in the Banc Program. Ms. Litzebauer then provided an overview of the abilities of the Banc Program and that construction projects are not suited for the Banc Program, as it is intended for equipment and similar items or energy savings programs. The Commissioners then discussed the benefits of the Banc Program and how it can benefit more municipalities and school districts.

Commissioner Ramaglia moved to adjourn the meeting. Commissioner Glovin seconded the motion. Motion carried unanimously.

PASSAIC COUNTY IMPROVEMENT AUTHORITY

RESOLUTION CONCERNING THE AUTHORITY 2022 AUDIT

WHEREAS, N.J.S.A. 40A:5A-15 requires the governing body of each local authority to cause an annual audit of its accounts to be made, and

WHEREAS, the annual audit report for the fiscal year ended December 31, 2022 has been completed and filed with the Director of the Division of Local Government Services pursuant to N.J.S.A. 40A:5A-15, and

WHEREAS, N.J.A.S. 40A:5A-17 requires the governing body of each Authority to, within 45 days of receipt of the annual audit, certify by resolution to the Local Finance Board that each member thereof has personally reviewed the annual audit report, and specifically the sections of the audit report entitled "General Comments and Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board, and

WHEREAS, the members of the governing body have received the annual audit and have personally reviewed the annual audit, and have specifically reviewed the sections of the annual audit report entitled "General Comments and Recommendations" in accordance with N.J.S.A. 40A:5A-17,

NOW, THEREFORE BE IT RESOLVED, that the governing body of the Passaic County Improvement Authority hereby certifies to the Local Finance Board of the State of New Jersey that each governing body member has personally reviewed the annual audit report for the fiscal year ended December 31, 2022, and specifically has reviewed the sections of the audit report entitled "General Comments and Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board.

BE IT FURTHER RESOLVED that the Secretary of the Authority is hereby directed to promptly submit to the Local Finance Board the aforesaid group affidavit, accompanied by a certified true copy of this resolution.

IT IS HEREBY CERTIFIED THAT THIS IS A TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING HELD ON APRIL 26, 2023.

Michael R. F. Bradley, Secretary

Recorded Vote:	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Wayne Alston				
Michael Bradley				
Michael Glovin				
Michael Ramaglia				
Dennis Marco, Chairman				

LOCAL AUTHORITIES
GROUP AFFIDAVIT FORM

PRESCRIBED BY
THE NEW JERSEY LOCAL FINANCE BOARD

AUDIT REVIEW CERTIFICATE

We, the members of the governing body of the Passaic County Improvement Authority being of full age and being duly sworn according to law, upon our oath depose and say:

1. We are duly appointed members of the Passaic County Improvement Authority.

2. We certify, pursuant to N.J.S.A. 40A:5A-17, that we have each reviewed the annual audit report for the fiscal year ended December 31, 2022 and specifically the sections of the audit report entitled "General Comments and Recommendations".

(Print)

(Signature)

Sworn to and subscribed before me

this day of , 2023

Notary Public of New Jersey

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY
AMENDING ITS BYLAWS (FINAL READING)**

WHEREAS, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on April 26, 2023;

WHEREAS, the Authority has the ability to adopt bylaws to allow and foster its efficient and orderly operation;

WHEREAS, the Authority has bylaws previously adopted that are currently in effect;

WHEREAS, the Authority introduced the proposed changes to its bylaws at its meeting of March 22, 2023 and notified of its intent to finally adopt to proposed changes at the Authority meeting of April 26, 2023; and

WHEREAS, the Authority now desires to adopted the proposed changes to its bylaws as final, in the form as attached hereto.

NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority intends to amend its bylaws, as set forth in the revised bylaws attached hereto.
2. Final action approving the attached changes will be taken at the next regular meeting of the Authority to be held on April 26, 2023.
3. The Executive Director and General Counsel are hereby authorized and directed to provide a notice to all Commissioners indicating that changes to the bylaws will be acted upon at the April 26, 2023 Authority meeting.

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on April 26, 2023.

Michael Bradley, Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Michael Ramaglia				
Michael Bradley				
Wayne Alston				
Michael Glovin				
Dennis Marco				

PASSAIC COUNTY IMPROVEMENT AUTHORITY

BY-LAWS

AS AMENDED, FULL TEXT, APRIL 26, 2023

ARTICLE 1

Seal

1. The official seal of the Passaic County Improvement Authority (hereinafter referred to as “Authority”) shall be in the form of a circle and shall bear the name of the Authority.

ARTICLE II

PURPOSE

1. These By-Laws are adopted pursuant to N.J.S.A. 40:37A-55 and 40:37A-56 as rules and regulations to govern the affairs and conduct of the Authority and the powers and duties of its members, officers, and employees.

ARTICLE III

OFFICE

1. The principle office of the Authority shall be at such place as the Authority may from time to time designate.

2. The Authority may have offices at such other places as it may from time to time deem necessary and appropriate.

ARTICLE IV

COMMISSIONERS

1. There shall be appointed five (5) members by the Passaic County Board of County Commissioners (“County Commissioners”). The term of the members shall be established by the County Commissioners as provided pursuant to N.J.S.A 40:37A-48.

2. Vacancies in any members’ seat shall be filled by the County Commissioners.

ARTICLE V

OFFICERS

1. The officers of the Authority shall be a Chairman, Vice-Chairman, Secretary/Treasurer, and Deputy Secretary chosen from the members of the Board. They shall

be elected by the Authority from its members at the annual organizational meeting each year, which shall be held at the first regularly scheduled meeting in February of each year. The said officers shall hold office until the next succeeding annual organizational meeting or until their successors have been elected and qualify.

2. Vacancies in any office shall be filled by special election held at the next regular meeting of the Authority following the occurrence of such vacancy, which election shall be remainder of the unexpired term only.

3. In the absence of any officer, the Authority may, by a majority vote of the members present, delegate the powers and duties of such officer to any other officer or member during the period of such absence.

4. In the event of the absence of both the Chairman and the Vice-Chairman from any meeting, the Authority may, by a majority vote of those present, delegate the parliamentary powers of such officer to any other officer or member present for the purposes of conducting Authority business at such meeting.

ARTICLE VI

CHAIRMAN AND VICE-CHAIRMAN

1. The Chairman shall preside at all meetings of the Authority and shall have general supervision, direction and control of the affairs of the Authority and shall sign all drafts, checks and contracts. The Chairman shall approve the agenda for such meeting and have other functions, powers and duties as may be delegated to him or her by these By-Laws or by Resolution or Authority.

2. The Vice-Chairman shall, in the absence or incapacity of the Chairman, assume and perform all duties and powers of the Chairman.

3. The presiding officer at any meeting of the Authority, including the Chairman, or Vice-Chairman, shall have the right to vote.

4. Whenever the Chairman attends a meeting after it has been called to order by the Vice-Chairman, the Chairman shall immediately assume the chair and continue with the conduct of business under consideration.

ARTICLE VII

SECRETARY/TREASURER and DEPUTY SECRETARY

1. The Secretary/Treasurer shall attest all documents, resolutions, agreements and obligations.

2. He or she may, subject to the direction of the Authority and in accordance with such requirements for counter-signature as the Authority may provide, sign, make and endorse in the name of the Authority, together with the Chairman and Vice-Chairman, all checks, drafts, and orders for payment of money.

3. The Secretary/Treasurer shall supervise and direct the Executive Director in his or her duties as it relates to maintenance of the Authority's books and records.

4.. The Secretary/Treasurer shall have such other functions, powers and duties as may be delegated to him or her by these By-Laws or by resolution of the Authority.

5 In the absence of the Secretary/Treasurer, the Deputy Secretary is authorized to perform the duties and responsibilities of the Secretary/Treasurer.

ARTICLE VIII

EXECUTIVE DIRECTOR

1. The Executive Director shall devote his or her best efforts to the affairs of the Authority and perform such duties as Executive Director as directed to perform by the Commissioners of the Authority or, in case of emergent circumstances, at the directions of the Chairman of the Authority.

2. The duties of the Executive Director shall attend all Authority meetings.

3. Under the direction of the Chairman, or his or her designee, draft agendas for the Chairman's approval, market the Authority's services, oversee the Authority's projects and financings, ensure compliance with all applicable laws and regulations, supervise Authority's employees, monitor private contractors and professionals of the Authority, and be responsible for the maintenance of the Authority's offices.

4. Under the direction and supervision of the Secretary, or his or her designee, the Executive Director shall keep minutes and records of the Authority, provide notice of meetings to Authority members, arrange for proper and legal notice of hearings, and attend to correspondence of the authority.

5. The Executive Director shall be the custodian of the seal of the Authority.

6. He or she may, subject to the direction of the Authority and in accordance with such requirements for counter-signature as the Authority may provide, sign, make and endorse in the name of the Authority, together with the Chairman and Secretary, all checks, drafts, and orders for payment of money.

7. The Executive Director shall, under direction of the Secretary, or his or her designee, have care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may designate.

8. He or she may, after approval by the Authority, pay all vouchers and approve such requisitions and purchase orders as may be authorized by the Authority.

9. He or she shall render a report of finances of the Authority at each regular meeting and at such other times as may be requested.

10. He or she shall keep accurate and correct books of accounts of all business of the Authority.

11. When required by the Authority, he or she shall give such security for the faithful discharge of his or her duties as the members may direct, including a surety bond, premiums for which shall be paid by the Authority.

12. The Executive Director shall forward a copy of all minutes of meetings held by the Authority members to the Board of County Commissioners, to the attention of the County Commissioner Director.

ARTICLE IX

ATTORNEY/AUDITOR

1. The Authority shall appoint an attorney and an auditor who shall be paid such compensation as the authority may from time to time provide. The attorney shall furnish the Authority all legal services outlined in the attorney's contract with the Authority and, additionally, such legal advise and counsel as shall be requested, and shall represent the Authority in all legal matters.

2. The auditor shall be a Certified Public Accountant and shall render such auditing or accounting services as may be required by the Authority and by law.

ARTICLE X

MEETINGS AND QUORUM

1. The annual organizational meeting of the authority for the election of officers and for the transaction of such other business as may come before the Authority shall be held on the first regularly scheduled meeting in February of each year.

2. The regular meetings of the Authority for the transaction of its business shall be held once a month, as needed, on days and at a time to be agreed upon at the organizational meeting or at a regular or special meeting upon notice to all members.

3. Special meetings may be called at the request of the Chairman or Vice-Chairman or by any two (2) members of the Authority and shall be held on the date and time specified in a notice given by the Secretary/Treasurer not less than two (2) days prior thereto by mail or by telephone.

4. All meetings shall be held at the principal office, via virtual meeting or such other place as the authority may determine.

5. A majority of the entire authorized members of the Authority shall constitute a quorum. Action may be taken by the Authority by vote of a majority of the authorized members.

6. Meetings of the Authority shall be conducted according to Robert's Rules of Order, except as the Authority may otherwise authorized by unanimous consent.

6. Public notice of meetings will be governed by the Open Public Meetings Act.
7. Should a meeting be held virtually, as permitted during a declared emergency or otherwise, the following procedures will be followed:
 - (a) the public may make public comment by audio, or by audio and video if the remote public meeting is held over both audio and video, during the meeting.
 - (b) In advance of the remote public meeting, the Authority shall allow public comments to be submitted by electronic mail and in written letter form by a at least twenty-four hours before the meeting. Public comments submitted before the remote public meeting through electronic mail or by written letter shall be read aloud and addressed during the remote public meeting in a manner audible to all meeting participants and the public. A five minute time limit is imposed on the reading of each comment. Each comment shall be read from the beginning, until the time limit is reached.
 - (c) During the meeting, the Authority will open the meeting for public comment. This public comment will be permitted, as set forth by the instructions on the meeting notice and on the website of the Authority. During public comment:
 - (i) The local public body shall facilitate a dialogue with the commenter to the extent permitted by the electronic communications technology.
 - (ii) If a member of the public becomes disruptive during a remote public meeting, including during any period for public comment, the member of the Authority shall mute or continue muting, or direct appropriate staff to mute or continue muting, the disruptive member of the public and warn that continued disruption may result in their being prevented from speaking during the remote public meeting or removed from the remote public meeting. Disruptive conduct includes sustained inappropriate behaviors such as, but not necessarily limited to, shouting, interruption, and use of profanity.
 - (iii) A member of the public who continues to act in a disruptive manner after receiving an initial warning may be muted while other members of the public are allowed to proceed with their questions or comments. If time permits, the disruptive individual shall be allowed to speak after all other members of the public have been given the opportunity to make comment. Should the person remain disruptive, the individual may be muted or kept on mute for the remainder of the remote public meeting, or removed from the remote public meeting.

ARTICLE XI

COMMITTEES

1. The Chairman from time to time may appoint such special committees as he or she may deem requisite and necessary, and on each Committee so appointed, he or she shall serve as ex-officio thereof.

ARTICLE XII

ORDER OF BUSINESS

1. Call to order
2. Pledge of Allegiance
3. Roll Call
4. Open Public Meetings Act Statement
5. Approval of Minutes
6. Public Portion
7. Official Action
8. Old Business/New Business
9. Adjournment

ARTICLE XIII

AMENDMENT

1. Proposed changes to these By-Laws, excluding the provisions of Article IV, may be introduced at any regular meeting by any member. If approved by the majority at the meeting, it will be carried over to the next regular meeting for final action. Notification of the meeting to the members will include a statement indicating that changes to these By-Laws will be acted upon. Final action will require affirmative votes by at least three (3) members.

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY
ACCEPTING THE QUALIFICATIONS OF CERTAIN ENTITIES TO PERFORM THE
NECESSARY SERVICES AS LEGAL COUNSEL – BOND COUNSEL**

WHEREAS, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on April 26, 2023;

WHEREAS, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the services of Legal Counsel-Bond Counsel in connection with its projects and project financings;

WHEREAS, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

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 and the agreement itself must be available for public inspection and requires that the resolution authorizing the award of contracts for “Extraordinary Unspecifiable Services” without competitive bids and the agreement itself must be available for public inspection;

WHEREAS, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

WHEREAS, previously, the Authority has advertised for the services of Legal Counsel – Bond Counsel, in the form of a request for qualifications (“RFQ”), on the website of the Authority in sufficient time to give notice in advance of the Authority’s consideration of their qualifications;

WHEREAS, as a result of that RFQ, the Authority, at its February 22, 2023 meeting, accepted the qualifications of certain entities to provide trustee services;

WHEREAS, the Authority desires to qualify additional entities to provide trustee services, in addition to those qualified at the Authority’s February 22, 2023 meeting;

WHEREAS, the Authority has again advertised for the services of a trustee, in the form of another RFQ;

WHEREAS, the Authority has publicly opened the responses to the published request for qualifications, is publicly accepting the qualifications of entities to perform Legal Counsel – Bond Counsel services, and will publicly award subsequent contracts for such services;

WHEREAS, the Authority has determined that the process it has used to consider the qualifications of entities Bond Counsel services and the award of any subsequent contract for Bond Counsel services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7;

WHEREAS, the Authority has considered the responses it has received to its request for qualifications for Bond Counsel services; and

WHEREAS, the Authority desires to accept the qualifications of certain entities, based on the aforementioned responses to the request for qualifications.

NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. In addition to all entities previously qualified at the Authority’s February 22, 2023 meeting, the Authority hereby accepts the qualifications of the following entities to serve as Legal Services – Bond Counsel for the Authority:

Waters, McPherson, McNeill, P.C.
Archer & Greiner, P.C.
McManimon, Scotland & Baumann, LLC
Wilentz, Goldman & Spitzer P.A.

2. The Authority will specify the tasks and services to be performed by the qualified entity through subsequent resolution, as needed, and in accordance with a written agreement for professional services.
3. Any subsequent agreement for bond services is awarded without competitive bidding as “Extraordinary Unspecifiable Services” and “Professional Service” in accordance with N.J.S.A. 40A:11-5(1)(a) of the Local Public Contracts Law because the contract is for a service performed by a person(s) authorized by law to practice a recognized profession that is regulated by law.
4. The Authority has determined that the process it has used to qualify entities and enter into subsequent contracts for legal services – bond counsel is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on April 26, 2023.

Michael Bradley, Secretary

Recorded Vote:	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Michael Ramaglia				
Michael Bradley				
Wayne Alston				
Michael Glovin				
Dennis Marco				

**RESOLUTION OF THE
PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING PAYMENT OF
BILLS AND REIMBURSEMENTS**

WHEREAS, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on April 26, 2023;

WHEREAS, the Authority has previously approved agreements for the provision of goods and services;

WHEREAS, the Authority has also authorized reimbursements for certain items, either through prior resolution or agreement; and

WHEREAS, the Authority desires to authorize payment for the aforementioned items.

**NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE MEMBERS OF THE
PASSAIC COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:**

1. The Authority hereby authorizes the payment of the items as listed in the attached schedule.
2. The Authority professionals and Chairman are authorized and directed to take all appropriate action to effectuate payment of the items listed in the attached schedule.

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on April 26, 2023.

Michael R. F. Bradley, Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Michael Ramaglia				
Wayne Alston				
Michael Bradley				
Michael Glovin, Vice Chairman				
Dennis Marco, Chairman				

Bills to be approved for payment at the 4-26-23 PCIA Meeting:									
NW Financial			3,397.50	Invoice #30236(Mar. '23) Financial Advisory-General					
Law Offices of Peter Tucci			4,608.00	Invoice #120 (Feb. '23) General Counsel					
County of Passaic			12,000.00	Interlocal Agreement (Jan- June)					
Wielkotz & Company			<u>24,000.00</u>	Invoice # 23-163-02992 (2022 Annual Audit)					
			<u>44,005.50</u>						