

**RAHWAY VALLEY SEWERAGE AUTHORITY**

**Summary of Minutes**

**Special Meeting held April 14, 2016**

- New Business  
Settlement with Paulus, Sokolowski & Sartor, Appoint EMEX as the Broker for the online bidding of the Authority's Non Recallable Electric; and authorize Executive Director to award contract.

**RAHWAY VALLEY SEWERAGE AUTHORITY**

**Minutes of the Special Meeting**

**April 14, 2016**

The Chairman, Michael Furci, called the meeting to order at 6:30 p.m. The Chairman asked that the recorder be turned on and that everyone silence their cell phones.

The Chairman read the statement on “Open Public Meetings Law”.

“In accordance with the requirements of the Open Public Meetings Act, State of New Jersey, adequate notice of this meeting has been provided by the inclusion of the date, time and place in a Notice forwarded to The Star Ledger, the Home News Tribune and the Clerk of each of the eleven member municipalities on April 5, 2016.

If any member of this body believes that this meeting is being held in violation of the provisions of the Open Public Meetings Act, please state your objection and the reasons for same at this time.”

.... Hearing no objections, we shall proceed with our regularly scheduled meeting.

**Roll Call**

The following members were present:

Allen Chin	for the Town of Westfield
Michael Furci	for the Township of Springfield
Robert B. LaCosta	for the Township of Scotch Plains
Louis C. Lambe	for the Township of Cranford
Richard J. LoForte	for the Borough of Kenilworth
Frank G. Mazzarella	for the Township of Clark
John J. Tomaine	for the Borough of Mountainside
Scott L. Thompson	for the Township of Woodbridge

The following member was absent:

Michael Connelly	for the Borough of Roselle Park
Stephen D. Greet	for the Borough of Garwood
Robert Rachlin	for the City of Rahway

The following were also present:

James J. Meehan	Executive Director
Robert J. Materna	Secretary-Treasurer
Joanne Grimes	Purchasing Agent / Office Manager
Dennis Estis	General Counsel, Greenbaum, Rowe, Smith
Brian Hak	Litigation Counsel/Weiner Lesniak, LLP
John Buonocore	Chief Engineer
Dan Ward	Superintendent
Andrew Sasso	Operations Manager

**Closed Session**

Mr. LoForte made a motion to go into closed session at 6:34 p.m. for discussion of legal matters, specifically Contract #105 Litigation/Mediation. The motion was seconded by Mr. Lambe and approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

**Regular Order of Business**

Mr. Lambe made a motion, seconded by Mr. Mazzarella, to return to the Regular Order of Business at 7:30 p.m. The motion was approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

**New Business**

The following Resolution #16-16 was offered by Mr. Tomaine, on motion of Mr. Tomaine, seconded by Mr. LaCosta and approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

**RESOLUTION #16-16****RESOLUTION REGARDING CONTRACT #105**

WHEREAS, Rahway Valley Sewerage Authority (“RSVA”) entered into an agreement with Paulus Sokolowski & Sartor, LLC (“PS&S”) and Keyspan Corporation (“Keyspan”) to provide certain services for the RVSA in connection with construction of a cogeneration facility located at the RVSA plant in Rahway, New Jersey (“Facility”); and

WHEREAS, RVSA instituted an arbitration proceeding against PS&S and others under the auspices of the American Arbitration Association, captioned In the Matter of Arbitration Between: Rahway Valley Sewerage Authority v, Paulus, Sokolowski & Sartor, LLC and Consolidated Construction Management Services, AAA Case No. 18 192 Y 01553 11 (the “Arbitration”), arising out of the construction of the Facility; and

WHEREAS, RVSA instituted a lawsuit against Keyspan and others in the Superior Court of New Jersey, Law Division, Union County, in the matter captioned “Rahway Valley Sewerage Authority v. Keyspan Corporation, National Grid Services, Inc., Caterpillar Inc., Foley Power Systems, Hatch Mott MacDonald I&E. Inc., and Hatch Mott MacDonald I&E, LLC v. Mactec Federal Programs, Inc., formerly known as Pacific Environmental Services, Inc., a Mactec Company, Amin Engineering, P.C., LaGuarda Bianchi & Associates, Inc., and Consolidated Construction Management Services, Docket No. UNN-L-3418-12 (the “Litigation”), arising out of the construction of the Facility; and

WHEREAS, the RVSA staff and Litigation and Arbitration Counsel, Weiner Lesniak, LLP, have recommended settlement of this matter; and

WHEREAS, RVSA, PS&S and Keyspan are desirous of settling all disputes between RVSA and PS&S and Keyspan arising out of or related to the work to the Facility performed by PS&S and Keyspan in order to avoid the risks, liabilities, and further costs

and expenses associated with the Arbitration and the Litigation; and

WHEREAS, RVSA and PS&S and Keyspan have reached an agreement, the terms of which are set out in a certain Settlement Agreement and Mutual Release relating to the actions against PS&S and Keyspan.

NOW, THEREFORE, BE IT RESOLVED by the Rahway Valley Sewerage Authority that the Chairman of the Authority or the Executive Director is authorized to execute a certain Settlement Agreement with PS&S in the form approved by Litigation Counsel, Weiner Lesniak, LLP; and

BE IT FURTHER RESOLVED that RVSA is authorized to take all steps required by the Settlement Agreement in accordance with the terms thereof.

The following Resolution #16-17 was offered by Mr. Thompson, on motion of Mr. Thompson, seconded by Mr. Mazzarella and approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

**RESOLUTION #16-17**

**RESOLUTION OF THE RAHWAY VALLEY SEWERAGE AUTHORITY  
AUTHORIZING THE ENGAGEMENT OF EMEX, INC. FOR THE PURCHASE OF  
ENERGY GENERATION SERVICES FOR PUBLIC USE ON AN ONLINE AUCTION  
WEBSITE**

WHEREAS, the Local Unit Technology Pilot Program and Study Act (P.L. 2001, c. 30) (the "Act") authorizes the purchase of energy generation service for public use through the use of an online auction service; and

WHEREAS, the Rahway Valley Sewerage Authority ("RVSA") has determined to utilize a reverse auction in order procure electricity for the RVSA ("Reverse Auction") through the online auction services of EMEX, LLC ("EMEX"), an approved vendor pursuant to the Act, waiver number EMEX LLC-1, located at [www.energymarketexchange.com](http://www.energymarketexchange.com); and

WHEREAS, EMEX shall be compensated for all services rendered in connection with the Reverse Auction by the successful supplier to which a contract is awarded; in an amount of \$1.00/MWh; and

WHEREAS, the Reverse Auction shall be conducted pursuant to the terms of the Act.

NOW, THEREFORE, BE IT RESOLVED by the RVSA that it authorizes utilization of a Reverse Auction Pilot Program in order to procure electricity for the RVSA; and

BE IT FURTHER RESOLVED that RVSA utilize EMEX, LLC to serve as the Vendor to perform the on-line reverse auction for the Authority; and

BE IT FURTHER RESOLVED that Executive Director, James Meehan, is hereby

authorized to execute any and all documents required to engage EMEX and perform such services as herein described subject to approval of said documents by RVSA's General Counsel; and

BE IT FURTHER RESOLVED that a certified copy of the within Resolution be forwarded to all necessary parties.

The following Resolution #16-18 was offered by Mr. Thompson, on motion of Mr. Thompson, seconded by Mr. Mazzarella and approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

**RESOLUTION #16-18**

**A RESOLUTION OF THE RAHWAY VALLEY SEWERAGE AUTHORITY  
AUTHORIZING THE PURCHASE OF ELECTRIC FOR PUBLIC USE THROUGH  
AN ONLINE AUCTION WEBSITE**

WHEREAS, Rahway Valley Sewerage Authority has determined to move forward with the EMEX Reverse Auction in order to procure electricity for the Rahway Valley Sewerage Authority; and

WHEREAS, the Local Unit Technology Pilot Program and Study Act (P.L. 2001, c. 30) (the "Act") authorizes the purchase of electricity for public use through the use of an online auction service; and

WHEREAS, Rahway Valley Sewerage Authority will utilize the online auction services of EMEX, LLC, an approved vendor pursuant to the Act, waiver number EMEX LLC-1, located at [www.energymarketexchange.com](http://www.energymarketexchange.com) as further outlined in Resolution #16-18.

NOW, THEREFORE, BE IT RESOLVED that the Executive Director of the Authority be and is hereby authorized to execute on behalf of the Rahway Valley Sewerage Authority, a contract with the participating supplier that submits the lowest responsive and responsible bid in the EMEX Reverse Auction, and that said award shall be affirmed by resolution to be adopted by the Rahway Valley Sewerage Authority Board of Commissioners at its next available meeting after said award is made.

**Adjournment**

As there was no further business, on motion of Mr. Lambe, seconded by Mr. Thompson, the meeting adjourned at 7:34 p.m. The motion was approved by those present. Mr. Connelly, Mr. Greet and Mr. Rachlin were absent.

\_\_\_\_\_  
Chairman

*Robert J. Materna*  
\_\_\_\_\_  
Robert J. Materna, Secretary-Treasurer