

POLLUTION CONTROL FINANCING AUTHORITY  
OF WARREN COUNTY

MINUTES OF REGULAR MONTHLY MEETING  
January 25, 2012

Chairwoman Napolitani called the regular monthly meeting of the Pollution Control Financing Authority of Warren County to order at approximately 2:00 PM.

Authority Members present:

ROLL CALL:	Ms. Napolitani	-	Present
	Mr. Mach	-	Present
	Mr. Yanoff	-	Late (2:15 PM)
	Mr. Chamberlain	-	Present

Also present: Jim Williams, Director of Operations; Brian Tipton, General Counsel; Charles Houck, Chief Financial Officer; Mark Swyka, Cornerstone; Mike Grossman, Risk Manager; Phil Molnar, Express Times; Joan Pluto, Administrative Supervisor; Jamie Banghart, Recording Secretary.

Pledge of Allegiance / Introductory Statement

MINUTES

The minutes of the regular meeting of December 14, 2011 (M-1) were presented for approval. **Mr. Chamberlain** moved for acceptance of the minutes as presented, seconded by **Mr. Mach**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Absent (Late 2:15 PM)
	Mr. Chamberlain	-	Yes

There was no need for Executive Session at the December 14, 2011 (M-2) Meeting.

The minutes of the special meeting held on December 28, 2011 (M-3) were presented for approval. **Mr. Mach** moved for acceptance of the minutes as presented, seconded by **Mr. Chamberlain**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Absent (Late 2:15 PM)
	Mr. Chamberlain	-	Yes

The Executive Session meeting minutes of December 28, 2011 (M-4) were presented for approval by **Mr. Chamberlain** moved for acceptance of the minutes presented, seconded by **Mr. Mach**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Absent (Late 2:15 PM)
	Mr. Chamberlain	-	Yes

The minutes of the special meeting held on January 13, 2012 (M-5) were presented for approval. **Mr. Mach** motioned to approve, seconded by **Mr. Chamberlain**.

ROLL CALL: Ms. Napolitani - Yes  
Mr. Mach - Yes  
Mr. Yanoff - Absent (Late 2:15 PM)  
Mr. Chamberlain - Yes

There was no need for Executive Session at the January 13, 2012 (M-6) Meeting.

## CORRESPONDENCE

**Ms. Napolitani:** Ok, we have a correspondence list and we have an extra piece of correspondence that was put in front of us. Brian, do you recommend some of this being held for Executive Session?

**Mr. Chamberlain:** Well, your letter, I would like to deal in open session if I could.

**Ms. Napolitani:** And I believe Angelo's is the same?

**Mr. Chamberlain:** Well there's things in your letter that I feel compelled I have to respond to.

**Ms. Napolitani:** Sure. Go ahead.

**Mr. Chamberlain:** Do you want to do it now?

**Ms. Napolitani:** Sure.

**Mr. Chamberlain:** Ok. We received a letter from Ms. Napolitani on January 18th. In this letter it reads, during executive session of the special meeting at the PCFA held on December 28, 2011. and it uses my name, Everett Chamberlain advised the board of commissioners that he had instructed you, the letter is written to Brian Tipton our legal counsel, instructed you, meaning Brian Tipton, to reach out to Douglas K. Wolfson conducting an investigation regarding letters sent to the PCFA by the Board of Chosen Freeholders and Bruce Jones. You know, I would ask you, Mr. Tipton, the best of your knowledge, did I ever instruct you to contact Judge Wolfson to conduct an investigation before the December 28th meeting?

**Mr. Tipton:** No, not before the meeting and I think the instruction I believe was by way of the public meeting. We came out of Executive, it was my recommendation to higher Judge Wolfson which I did in the public session, and I think it was at that point that someone needed to contact him which I did.

**Mr. Chamberlain:** I would also ask the question, did I inform the board at the December 28<sup>th</sup> meeting in Executive Session that I had instructed Mr. Tipton to contact Judge Wolfson, and to your best recollection, Mr. Mach, did I?

**Mr. Mach:** Say it again

**Mr. Chamberlain:** Did I inform the board at the 28<sup>th</sup> meeting in Executive Session that I had instructed Mr. Tipton to contact Judge Wolfson to conduct an investigation?

**Mr. Mach:** I believe that request came after the executive session.

**Ms. Napolitani:** Well my recollect, Mr. Chamberlain, was that you reminded the Board of the previous investigation we had you were familiar to him and you turned to Brian and said "I want him as well as I want it expedited" that is the reason I wrote it that way. That was my recollection.

**Mr. Chamberlain:** Well it is not my recollection and I would, you know, Mr. Tipton it is my recollection, Mr. Tipton said he recommended Mr. Wolfson because of his previous experience with the PCFA.

**Ms. Napolitani:** Ok I remembered it well in the reverse.

**Mr. Chamberlain:** Well and the other thing that I take, then it goes on to say, he further, meaning myself, Everett Chamberlain, further told the board that each of us should retain our own attorneys and the expenses of those attorneys would be satisfied by the PCFA.

**Ms. Napolitani:** And you never said that?

**Mr. Chamberlain:** I never said that I don't even have the authority to say that and I will ask Mr. Tipton, Did I ever tell each member, we spoke about it, we spoke about having Mr. Tipton represent the Board members and he said he wasn't sure he could do that and he would have to investigate it and we talked about if board members to have legal counsel would the PCFA reimburse. No decisions were made. I didn't instruct anybody and I will ask Mr. Mach, Did I ever tell, did I tell each Board member to retain their own legal counsel and the PCFA would satisfy the expenses?

**Mr. Mach:** I don't believe so. I do remember the discussion and I raised a point that I might want to consider it.

**Ms. Napolitani:** I strongly remember something, very contrary

**Mr. Chamberlain:** I ask Mr. Tipton, and I will ask you. Did I ever instruct to your knowledge your best recollection that I said to each Board member that they should retain their own counsel and the PCFA would satisfy those expenses.

**Mr. Tipton:** I don't recall it in those exact words again I think there was discussion about it. You did ask if I could do it, and I did say I don't know I have to get back to you because this was all very new to me at the time. And then secondly there was discussion about generally the PCFA paying legal counsel related to the investigation because of history and what transpired but I don't recall any decisions being made I don't recall any promises or anything of that sort being made.

**Mr. Chamberlain:** Well this is an expense. I don't have, number one, I don't have the authority to tell people to retain their own counsel and the PCFA would. This is a decision that has to be made in open session and voted on. And you know, so, I take, when my name is used, I like the information to be factual.

**Ms. Napolitani:** I have no problem with that.

**Mr. Chamberlain:** To me this is not factual.

**Ms. Napolitani:** Well, quite frankly, I have a different memory of that.

**Mr. Chamberlain:** Well I think you have three of us here that have a different memory than you do.

**Ms. Napolitani:** You calling me a liar?

**Mr. Chamberlain:** Oh you're calling me a liar.

**Ms. Napolitani:** No I am not. What I am saying, is I remember what I heard I remember your even saying this is going to cost a lot of money but so be it.

**Mr. Chamberlain:** For the investigation.

**Ms. Napolitani:** Ya, and you definitely said you all will have to get your own attorney.

**Mr. Chamberlain:** I don't think I said so be it. I said this is probably something we have to do because of the circumstances.

**Ms. Napolitani:** So I've dreamed all of this up?

**Mr. Chamberlain:** I don't know where you got it, I don't know how you developed this letter, I have no information regarding the letter. I don't know why you used my name?

**Ms. Napolitani:** Because I say you said it.

**Mr. Chamberlain:** Well I say I didn't

**Ms. Napolitani:** Your word against mine

**Mr. Chamberlain:** Well I have two other people sitting here

**Ms. Napolitani:** Then I am a liar, right?

**Mr. Chamberlain:** Well I have two other people sitting here that say that was not said. So you can take it for what ever its worth but being that I feel the letter is not factual then I just have some difficulty with it.

**Ms. Napolitani:** Mr. Tipton, what's your recommendation on how we move on?

**Mr. Tipton:** Well your letter is what it is, you've submitted your letter, others have submitted letters,

**Ms. Napolitani:** Beyond my letter, there's another letter.

**Mr. Tipton:** As far as the issue itself, I think that's a bigger picture then

**Mr. Chamberlain:** I really have, I have a problem, the letter is asking us to pass resolutions, I have a problem addressing a letter to me that is not factual in nature. And I think, you know, that if we get a letter that is factual that's fine but when I feel it is not factual, I have a problem and I would move and table that letter until we get something that is more factual

**Ms. Napolitani:** How do we proceed if we are further called for any part of this investigation and we are uncomfortable attending without an attorney? Just realize we might have to be paying for that out of our own pocket?

**Mr. Tipton:** I think the letter is a specific request. I think the overall issue on who may or may not be entitled to reimbursement of fees is a bigger picture issue that can't be determined by this Board at this time with the facts that we have. And to the extent of the Court wants to create some policy for situations like this in general I think that's something we should be discussing possibly in Executive Session later because there are a legal confines to what you can and can't do and if that maybe something we should be talking about in Executive, but as far as the specific letters that we have before us I don't think the Board can act on those at this time.

**Ms. Napolitani:** Ok but my question was what if we have already had to use an attorney for a specific reason on this pending investigation?

**Mr. Tipton:** You've made your request

**Ms. Napolitani:** So that will cover it?

**Mr. Tipton:** Well you've put your request in, I can't, I obviously can't guarantee anything will happen or not happen it is going to be a Board decision but I think the way which these things generally work is it depends in great part on how the ultimate result of the investigation.

**Mr. Chamberlain:** I personally feel I have nothing to hide and I am not going to seek counsel.

**Ms. Napolitani:** I have nothing to hide either. I have already been to the prosecutor but I attended with my attorney and I got a problem with that.

**Mr. Chamberlain:** I, so as the investigation goes forward,

**Ms. Napolitani:** I don't think you get an attorney because you are hiding something.

**Mr. Chamberlain:** I don't know I don't know what the reason is

**Ms. Napolitani:** Ok is there other correspondences we need to discuss. We have a Substantial Completion Response letter from Mr. Farrow to, oh to, Mr. Farrow from Cornerstone and Cornerstone's here today. Is this something that needs to be discussed, this letter?

**Mr. Williams:** I think when we get to the Cell 5 Construction

**Ms. Napolitani:** You want to hold it until then?

**Mr. Williams:** Yes

**Ms. Napolitani:** Ok

#### PUBLIC COMMENTS (AGENDA ITEMS ONLY)

None

#### PRESENTATIONS

None

#### FACILITIES/RECYCLING

Treatment Plant-Mr. Williams stated that the treatment plant continues to run fairly well, not having any issues. We resumed trucking of leachate to acclimate the plant back up to the 50,000 or 60,000 gallons. One minor pump failure. The pump is being repaired.

Landfill Operations-The flows (tonnages) are still up due to the warm weather we are having. The sulfur scrubbing system requires certain antifoam that we spoke about at a prior meeting. We have been able to purchase this foam that is required by our system. We have enough foam to last in our sulfur system throughout the year. Both vessels are operational.

Cell 5 Construction-There's a request from Atlantic Lining requesting a Substantial Completion. A letter was generated by Cornerstone on behalf of the Authority. This letter has been submitted to Atlantic Lining. Mr. Swyka stated that they anticipate the final record drawings will be delivered late today (January 25, 2012) or tomorrow (January 26, 2012). Mr. Williams stated that Atlantic Lining has issued an invoice pertaining to work completed up to the point of substantial completion of 5A section. Atlantic Lining is in their winter shut down as of now. They have approximately 8-10 days left of liner work on 5B section, with approximately 4 weeks for total completion. They will be returning for 5B section in March 2012.

Solar Panel Update- On January 13, 2012, a meeting was held between Gable Associates, General Counsel, and Cornerstone with some final recommendations and questions back to Energenic. The Power Purchase Agreement and the Site License Agreement are expected to be presented to the Board at the February meeting.

Mr. Williams stated that the Grass Mowing Services, HHW, and Electronics bids are up this year and we need to seek RFPs for these. They have all been thoroughly reviewed by General Counsel and the Risk Manager.

**Mr. Chamberlain** made a motion to accept the Grass Mowing Services with the provision that the contract runs for 2 years, seconded by **Mr. Mach**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Yes
	Mr. Chamberlain	-	Yes

**Mr. Mach** made a motion to accept the RFPs for both HHW and Electronics for 1 year with the possibility of 3 additional 1 year terms,, seconded by **Mr. Chamberlain**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Yes
	Mr. Chamberlain	-	Yes

A proposal from Foley Caterpillar for the certified rebuild on the D6 Bulldozer was presented to the Board. Their proposal is in the amount of \$150,863.00.

**Mr. Mach** moved for approval of the proposal from Foley Caterpillar, seconded by **Mr. Chamberlain**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Yes
	Mr. Chamberlain	-	Yes

Mr. Swyka gave an evaluation of the Hydrogen Sulfide System that we currently have and his recommendation of a potential new system. Mr. Swyka went into a lengthy discussion comparing what we have and his recommendation. The Board would like to look more into the system before making any decisions. The closest system to look at, similar to what we would have, is located in Cape May. The Board agreed to have Mr. Swyka do an exploratory with DEP to found out if there are any negatives about the system and what the process would require. We will have a further discussion at the February meeting.

Ms. Pluto discussed the 2011 Recycling Report. Recycling tonnages have increased over 2010.

#### FINANCE/PERSONNEL

Ms. Pluto gave a report on the finances. There was one bounced check this month.

Mr. Houck stated that we had a good year. The waste volume is up about 40% from the prior year and the revenues came in 36% over the anticipated. We are under budget due to the budget amendment.

**Ms. Napolitani** made a motion to approve the Resolution to Pay Bills (R-01-01-12), seconded by **Mr. Yanoff**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Yes
	Mr. Chamberlain	-	Yes

Mr. Williams presented the Waste Disposal Fee Schedule for the year 2012. General Counsel reviewed the contracts and added some additional language. The minimum number was changed from 0 to a minimum number. A lengthy discussion was held about the Waste Disposal Agreement and the Interlocal Agreement. Revisions will be made on these contracts.

**Mr. Mach** made a motion authorizing to send out the Solid Waste Disposal Contracts 2012 with revisions, seconded by **Ms. Napolitani**.

ROLL CALL:	Ms. Napolitani	-	Yes
	Mr. Mach	-	Yes
	Mr. Yanoff	-	Yes
	Mr. Chamberlain	-	Yes

#### NEW BUSINESS

None

#### GENERAL COUNSEL'S REPORT

Mr. Tipton requested that the OPRA request for the release of the 2011 Executive Session Meeting Minutes be discussed in Executive Session.

#### OTHER BUSINESS

None

CLOSING PUBLIC COMMENT

None

PRESS COMMENTS & QUESTIONS

None

EXECUTIVE SESSION

**Mr. Mach** motioned to enter into Executive Session to discuss the release of Approved 2011 Executive Session Meeting Minutes, seconded by **Mr. Yanoff** commencing at 3:31 PM.

ROLL CALL: Ms. Napolitani - Yes  
Mr. Mach - Yes  
Mr. Yanoff - Yes  
Mr. Chamberlain - Yes

**Mr. Chamberlain** made a motion to come out of Executive Session, seconded by **Mr. Mach**.

ROLL CALL: Ms. Napolitani - Yes  
Mr. Mach - Yes  
Mr. Yanoff - Yes  
Mr. Chamberlain - Yes

Regular Session resumed at 3:42 PM.

**Ms. Napolitani** made a motion to authorizing the release of the Executive Session Meeting Minutes for 2011, seconded by **Mr. Mach**.

ROLL CALL: Ms. Napolitani - Yes  
Mr. Mach - Yes  
Mr. Yanoff - Yes  
Mr. Chamberlain - Yes

Mr. Tipton requested a motion authorizing Mr. Tipton to release to the prosecutor's office in response to their subpoena all emails that were to or from Mr. Tipton relating to the 2012 Covanta Ash Contract, with the understanding that they are only being released for purposes of the prosecutor's investigation for no other purpose and to no other entity or person.

**Mr. Chamberlain** made the motion authorizing Mr. Tipton to release to the prosecutor's office all emails that were to or from Mr. Tipton relating to the 2012 Covanta Ash Contract, seconded by **Mr. Mach**.

ROLL CALL: Ms. Napolitani - Yes  
Mr. Mach - Yes  
Mr. Yanoff - Yes  
Mr. Chamberlain - Yes

ADJOURNMENT

*Mr. Chamberlain* called for a motion to Adjourn at 3:46 pm, seconded by *Mr. Mach*.

ROLL CALL:    Ms. Napolitani       -    Yes  
                  Mr. Mach                    -    Yes  
                  Mr. Yanoff                  -    Yes  
                  Mr. Chamberlain         -    Yes

Respectfully submitted by:

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Jamie Banghart  
Recording Secretary

Approved: