

POLLUTION CONTROL FINANCING AUTHORITY
OF WARREN COUNTY

MINUTES OF REGULAR MONTHLY MEETING

December 17, 2018

Chairman James Cannon called the regular monthly meeting of the Pollution Control Financing Authority of Warren County to order at approximately 9:32 AM.

Authority Members present: James Cannon, Bud Allen Joseph Pryor, Richard Mach.

ROLL CALL:	Mr. Mach	-	Via Conference Call
	Mr. Pryor	-	Present
	Mr. Allen	-	Present
	Mr. Cannon	-	Present

Also present: James Williams, Director of Operations; Ed Smith, Freeholder Director; Brian Tipton, General Counsel; John Daly, Balken Risk Management Services; Jamie Banghart, Administrative Supervisor; Mariann Cliff, Recording Secretary.

The Pledge of Allegiance was led by Chairman Cannon.

Mr. Cannon read the following statement: "Adequate notice of this meeting of October 22th 2018 was given in accordance with the Open Public Meetings Act by forwarding a schedule of regular meetings of the Pollution Control Financing Authority of Warren County (PCFAWC) to the Warren County Clerk, the Warren County Board of Chosen Freeholders, The Express-Times, and by posting a copy thereof on the bulletin board in the office of the PCFAWC. Formal action may be taken by the PCFAWC at this meeting. Public participation is encouraged".

Mr. Cannon stated that the agenda would be changing and that he was going to do that now with the following changes: Cornerstone would be coming at 10:30 and an Executive Session would be needed prior to discuss new information that came in last week. Mr. Cannon also stated that the minutes would be taken care of first and then they would proceed to go into the Executive Session. The remainder of the agenda would be resumed after that.

MINUTES

M-1 Regular monthly meeting minutes – November 28, 2018

Mr. Pryor stated that he had just one comment on his part, on page 2 bottom of the first paragraph, actually it is changes to the month before. Where it says 8,000 per ml he was pretty sure that they were talking about milligrams per liter (mg/L). Mr. Williams agreed and thought that it had been changed. He stated that Mr. Pryor was correct it should be mg/L.

Mr. Cannon asked Mr. Allen if he had any changes. Mr. Allen replied that he did not.

Mr. Cannon stated that he did not have any changes either and asked for a motion to approve the minutes with the amendment that Mr. Pryor suggested.

Mr. Pryor made a motion to approve the Regular Monthly Meeting Minutes from November 28, 2018 as amended, seconded by **Mr. Allen**

Mr. Cannon asked that all in favor say aye, and then reminded Mr. Mach that since he was not here last month that he would have to abstain.

Mr. Mach	-	Abstain
Mr. Pryor	-	Aye
Mr. Allen	-	Aye
Mr. Cannon	-	Aye

Mr. Cannon stated that he would like to move on to Executive Session for November 28, 2018, asked for comments and hearing none asked for a motion to approve.

Mr. Allen made a motion to approve the Executive Session Minutes from November 28, 2018, seconded by **Mr. Pryor**.

Mr. Cannon asked that all in favor say aye.

Mr. Mach	-	Abstain
Mr. Pryor	-	Aye
Mr. Allen	-	Aye
Mr. Cannon	-	Aye

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: December 17, 2018

Mr. Cannon stated that he needed a motion to enter into the Executive Session (R-12-08-18)

On a motion by, *Mr. Allen*, seconded by, *Mr. Pryor*, the Board agreed to enter into an Executive Session at approximately 9:36 am to discuss Contract Negotiations, at the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

RESOLUTION

R-12-08-18

AUTHORIZING EXECUTIVE SESSION

WHEREAS, the Authority has a need to discuss the following matter(s) in Executive Session:

****Contract Negotiations****

It is not possible, at this time, for the Authority to determine when and under what circumstances the above-referenced item(s), which are to be discussed in Executive Session, can be publicly disclosed;

NOW, THEREFORE, Pursuant to N.J.S.A. 10:4-1 et. seq., BE IT RESOLVED by the Pollution Control Financing Authority of Warren County that the matter(s) as noted above will be discussed in Executive Session.

Moved By: *Mr. Allen*

Seconded By: *Mr. Pryor*

Mr. Cannon asked that all in favor say aye

Mr. Mach	-	Aye
Mr. Pryor	-	Aye
Mr. Allen	-	Aye
Mr. Cannon	-	Aye

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: December 17, 2018

Executive Session ended at 10:15 am

Mr. Cannon asked for a motion to adjourn Executive Session.

On a motion by, ***Mr. Pryor***, seconded by, ***Mr. Allen***, the Board agreed to adjourn the Executive Session at approximately 10:15 am to discuss Contract Negotiations, at the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

Mr. Cannon asked that all in favor say aye

Mr. Mach	-	Aye
Mr. Pryor	-	Aye
Mr. Allen	-	Aye
Mr. Cannon	-	Aye

Mr. Cannon stated that they were back in the Public Session.

PRESENTATIONS

Mr. Cannon asked if Mr. Daly was ready for his presentation. Mr. Daly confirmed that he was. Mr. Cannon stated to all that they were going to continue with the insurance next.

*Mr. Daly passed out some information to Mr. Williams and the Board members.

Mr. Williams stated that Mr. Daly could proceed.

Mr. Daly stated that first, he would like to thank the board and he would just like to go over what the insurance currently looks like. They did go out to Market and received some declarations, your major exposure is your general liability environmental. They do have one insurer that still has not made a decision yet so he is still waiting for them to get back to Balken Risk Services.

Mr. Daly stated that when you look at the numbers, we are slightly up overall and that is based on your package but if you noticed there is an asterisk by it (looking at the handout) when he went through the rating he noticed that they charged the scales twice. Therefore, they had \$220,000.00 that were on two

different policies. They are going to take it off. Then they said that it looked like it was going to generate a credit off your current premium of \$3,000.00. That did not make any sense but he did not want to put that on paper until they gave him a firm number. He expressed that he did not want to come back to the Board after the fact and tell them that it was an incorrect number.

Mr. Cannon stated that he would like Mr. Daly to repeat that again, not seeing the handout until today stating that it was new.

Mr. Daly stated if you look at page #2 and #3. Mr. Cannon asked for clarification since there were no page numbers. Mr. Daly stated there was one with a smaller font and had a signature line on it. Mr. Cannon stated that it was called Schedule of Locations? Mr. Daly agreed and asked the Board to look at item #2 Scale house and two Scales, \$220,000.00.

Mr. Cannon replied yes he sees that.

Mr. Daly stated that it was also on the inland marine policy, which is a different schedule. So it was on both items.

Mr. Cannon stated so we paid for insuring it twice is what you are saying? Mr. Daly replied that no you could not have paid for it twice but when he looked at all the rating information, he noticed it was on both. Therefore, he asked them to take it off but they did not have time and it had to go through the system. They manually took it off and it generated way too much of a credit. Mr. Daly hopes it does come back as a \$3,000.00 credit but it does not make sense to him.

Mr. Cannon stated that he has never heard of too much of a credit.

Mr. Daly's fear was that if he took off what they said and they come back to him later and say that no, they made a mistake, then he would have to come back to the Board with a new number.

Mr. Cannon asked that did we have one Scale vs two Scale? Now we added another Scale so previous insurances we only had one. Now when did it come on line? A whole year?

Mr. Williams stated yes a whole year.

Mr. Cannon stated that 2017 we only had one Scale, so that is not the issue. Mr. Daly said that was not the issue.

Mr. Pryor stated that it was quoted twice right? In two different policies, his question was on the page where you have the prices, is the credit in there or no? Mr. Daly stated no, it is not in there yet.

Mr. Pryor continued, so the \$273 would come down it is just the question of how big is the credit. Mr. Daly replied, exactly and his fear was that if he had gone with the number that they gave him and he hopes that they do come back and tell him that it is \$3,000.00 credit. However, when Mr. Daly did the math he stated that it made no sense. Mr. Cannon stated that he was starting to understand it now, they told you it was going to be a larger credit. Mr. Daly replied yes. Mr. Cannon continued but then when you went back and checked it, that credit did not make sense to you, is what you are saying. Mr. Daly replied exactly, he is hoping that he is wrong but he would rather err on the side of caution.

Mr. Cannon stated ok, got it.

Mr. Daly stated that if you look at the smaller number and compare the limit we had last year to this year, last year all of our property, including the scale house the building, the pole barns. Last year there was a limit of \$9,000,000.00 we have never increased that limit until Mr. Williams and himself re-did the numbers back a few years. The insurers are saying that we have to increase the limit; since it has not been increased in probably 6 years, they bumped it up to \$9,900,000.00.

Mr. Daly stated that we have a higher property value. Mr. Cannon asked if our buildings are not depreciating like everyone else's. Mr. Daly stated that no, construction cost has not depreciated and he thinks that if you figured out what it cost to replace the building, you would have to use union contractors, it is different than going to the private sector. Mr. Daly believes that they are accurate on this, originally when they had looked at it years ago, he believes that this building was valued at \$4,000,000.00 but he believes that it was over-valued. Mr. Williams agreed that it was way- over insured.

Mr. Cannon stated that if we were considering not doing the pretreatment this coming year and 2019 will be the discussion time for that. Being that the cost far exceeds the benefit, which one of these sheets are we considering that on? What is the building price on that one? Mr. Daly asked if this was the scrubber. Mr. Williams stated that it said treatment facility 5.8 million.

Mr. Cannon stated that it was the highest amount. Mr. Daly said yes. Mr. Cannon stated that what we need to do, and not today, a note for Mr. Daly to look to the future, considering the fact that we may not be using that. It seems like a crazy number that it is worth 5.3 Million, and is that including everything that is in the structure. Every piece of equipment everything imaginable right? Mr. Daly replied yes, anything that is permanently in the building is part of the building. Mr. Cannon replied that it just seems like a crazy number.

Mr. Pryor stated that if you are rounding the arithmetic, it is like \$200.00 a gallon and it seems out of line. Mr. Williams stated that this number is what it would actually cost the authority to build it, that is where that number came from. Mr. Daly replied and do not forget that this is replacement cost. Mr. Cannon stated of a cement building correct. Mr. Williams stated no, it is a pole building.

Mr. Cannon stated that we can have the argument that, if we de-commission that, meaning everything in there right? Mr. Daly stated that you could take off 5.8 million. Mr. Cannon stated that we still would have to insure the building. Mr. Williams agreed that they would still have to insure the building.

Mr. Cannon stated that this is what he was trying to get at, the difference between just insuring it as a physical building vs. insuring it as operational with all the equipment running. There has to be a huge difference. Are we covered if anything in there breaks? You do have a breakdown on that right? Mr. Daly stated that yes they do and if you look at the list of all the premiums. The equipment breakdown is covered under the boiler and machinery.

Mr. Cannon stated that he does not think this answered his question, the \$5.8 million is that based on just the cost of putting a pole building up? Mr. Daly replied yes, that is what we have for replacement cost. If that building were to burn down to the ground, it would in theory cost the Authority \$5.8 million dollars to put it up.

Mr. Pryor stated exclusive of equipment. Mr. Daly and Mr. Williams replied including equipment.

Mr. Pryor stated that he thought that Mr. Daly said that was in another policy. Boiler and machinery it is a different coverage but it is covering the same property its covering it for different causes of loss.

Mr. Pryor stated that we can assume that if the building and all of the equipment is destroyed this would be replacement cost for that. Mr. Daly replied yes. Mr. Pryor stated that he got it.

Mr. Cannon stated that it just seems like a crazy number.

Freeholder Smith stated that what you are going to run into if you take the equipment out, and they have encountered this on the County buildings. It will be determined on the square footage so with any building style construction, it will be the remaining building. If you take the equipment out, they're still going to look at X number of square feet, look at replacement cost at prevailing wage and then that is what they will use to determine. It will be obviously less because the treatment equipment will not be in there, but there still is going to be a firm square foot.

Mr. Cannon stated that is what he was wondering, is \$2 million of that \$5.8 million equipment? That is what he was trying to figure out. He knows it was expensive equipment. Mr. Pryor stated that you would not take it out, you would moth-ball it.

Freeholder Smith stated that you would have to remove it to get the credit. Mr. Daly stated yes.

Mr. Cannon stated that it does include the equipment and the building, and they want to jump it up another \$650,000.00 for this year. Mr. Daly said yes. Mr. Pryor added that covers a period of years right? We have not had it adjusted in a number of years.

Mr. Daly stated that they have not adjusted in in 7 years. Mr. Pryor stated that ok so it is really supposed to reflect the 7 years.

Mr. Daly replied that what they always did was fight them on the increases and they came back this year and said, hey, come on, we know there is inflation; we have not touched it in X number of years.

Mr. Pryor stated that he had one question, if he had a house; he has to insure that for some percentage of the value if he is going to get full payment on a partial loss. We have half a dozen things here, they are spread all over the site, there is no way you are going to destroy all of these at one time. Is that factored in? Mr. Daly replied yes because we are insuring them for 90% - 100% they take that under consideration. If they do not they will say well, what are you insuring? This building burned down but were you insuring this building or that building. They want to get their money and by doing it this way, we actually distribute the risk.

Mr. Cannon asked Mr. Daly if he had given Mr. Williams a 'heads-up' on this before. Mr. Daly said no. Mr. Cannon asked how long did you know that this was coming, this bump? Mr. Daly replied that they have not even finalized the one policy yet. Mr. Cannon replied that it seems to be 10%. Mr. Daly stated yes 10 % on the building replacement.

Mr. Cannon stated that it was on the whole thing, it was \$9,000,000.00 and now it is \$9,900,000.00 so it was dead on at 10%.

Mr. Daly replied yes but everything else he believes looks very good and it is going to come down slightly. Mr. Cannon stated that we have talked about this in budget that is why he wanted to know.

Mr. Williams stated that he did not know, but it was a very good guess. Mr. Pryor stated that if he is reading it right, the increase is going to be nominal for the whole package. Mr. Daly replied yes it would be around \$2,000.00. In addition, you could get a reduction in the general liability environmental. This is the worst possibility of what you are going to have. Mr. Cannon stated that he understands that part and

we have not talked about the fact of getting a trailer for electronics. Mr. Daly stated that it is covered. He has also viewed all the policies and everything that you are doing with subcontractors and the Boards indemnified Mr. Cannon stated that he could thank Mr. Tipton for that. Mr. Daly stated good job Mr. Tipton. Mr. Cannon stated that they made that boiler plate last year.

****Prentis Shaw and Paul Mutch from Cornerstone entered the Boardroom at approximately 10:26am**

Mr. Cannon asked if anyone had any insurance questions.

Mr. Allen asked what is the inland marine equipment? Mr. Daly stated that was everything here (and pointed to a list shown to Mr. Allen). Mr. Allen asked if it is everything that is on this list? Mr. Daly replied yes.

Mr. Daly continued these are things that normal insurance companies do not see every day. They do not see scrubbers, they do not see flares, blows etc. and that is why it was very important that they kept everything with one company- Travelers so that if there is a claim you do not want someone pointing fingers to someone else.

Mr. Cannon asked where we would come up with a million dollars on a scrubber value. Mr. Williams replied that is what it just cost to replace it, to put in the new one. Mr. Daly asked Mr. Williams if that was a big decrease? Mr. Williams replied yes it was very big. The original one was \$3 or \$4 million.

Mr. Pryor stated that he had another question especially on the equipment, what hazard are we insuring for, fire, damage, throw a bearing etc?

Mr. Daly stated that would be equipment breakdown. As long as it is not wear and tear, it would be covered under the equipment breakdown. Mr. Pryor replied ok.

Mr. Cannon asked Mr. Daly if he would like to add anything else. Mr. Cannon asked when is the actual renewal date for these policies? Mr. Daly replied that the inland marine was the 21st and everything else was 1/1 and that is why we do have time on the general liability environmental. There are some things that he would like to touch base on. When they had the County CFO he had a bond, do we need a bond? Who is handling the money now?

Mr. Williams replied Mrs. Banghart. In addition, yes there should be a bond. Mr. Daly stated that he was going to have to send Mrs. Banghart a financial form to fill out. Mr. Pryor stated that he would have to agree. Mr. Daly stated yes and a number of years ago we did have a theft. That would be covered under crime. Mr. Cannon stated that yes everyone understands that.

Mr. Daly stated that he happens to agree; he does think that the increase was higher than normal, typically, it would be 4% but they came back and said that they have not done it in 7 years. He still has an email out there asking them to reduce the increase. Mr. Cannon asked how Mr. Daly has been doing it for 7 years. Mr. Daly replied that they like us. Mr. Cannon replied ok. Mr. Daly added that he could not tell why, since we do have all the exposures spread out, we are not going to have a total loss. He feels confident that we should not have an issue with it but what they want is like everything else, they want more money, and this is a way of doing that.

Mr. Cannon asked Mr. Williams do we have any additional items to insure? Mr. Williams answered no.

Mr. Williams stated that the only other item that he wanted to bring up is A-2, and then the Resolution. A-2 being the Broker of Record agreement, there is no monetary value attached to it. Mr. Cannon stated

that if we got another insurance person it would be tough. Mr. Williams stated if we move forward with A-2 we will have to do the accompanying Resolution 12-03-18 naming Balken Risk Management Service as our Broker of Record.

Mr. Cannon agreed with that and asked if there were any questions with the insurance.

Mr. Pryor stated that he did have one more question, it is on the director's insurance. Mr. Pryor asked, that is protecting the directors individually against a lawsuit that someone would say is a poor judgement or a bad decision? Mr. Daly stated correct it is your error or your omission. Mr. Pryor stated that we run a Landfill not a Fortune 500 Company; it seems like a big premium for what we do.

Mr. Daly stated that it is protecting you, it is a \$5 million-dollar limit. Mr. Williams stated that the increase was requested a number of years ago by the Board. Mr. Pryor asked what the limit was now. Mr. Daly replied \$ 5 million.

Mr. Cannon stated that there is some history with that. Mr. Daly stated that what prompted that was you had the embezzlement of funds and he does not think that the Board wanted to be out there on the hook. For example, why did you not pick this up sooner if it had been going on for a number of years? Mr. Pryor stated that he thinks that this is a lot of coverage but that is ok if it protects us. Mr. Daly stated to the Board that they are serving their time doing this.

Mr. Pryor stated that now that he understands the history, he is good. Mr. Cannon asked if Mr. Allen was ok with it. Mr. Allen replied that he was good also. Mr. Cannon asked Mr. Tipton if he had anything to add or ask regarding the insurance. Mr. Tipton stated that the Board and PCFA is well protected.

Mr. Daly stated that he again wanted to thank the Board and at any time that they feel that something is overvalued and are able to document that it is overvalued he can go back and get it lowered. Mr. Cannon stated that the one thing that they will be discussing in the coming year is the decommissioning of the building. So if \$5.8 million is covering equipment and building there is a lot of expensive equipment in there and that would change.

Mr. Cannon asked which one we would be covering first. Mr. Williams replied that A-2 follows the Resolution.

Mr. Cannon asked if someone would make a motion for Resolution 12-03-18 to appoint Balken Risk Management Services LLC as the exclusive Broker of Record for the PCFA?

On a motion by *Mr. Allen*, seconded by *Mr. Pryor*, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

RESOLUTION

R-12-03-18

TO APPOINT THE EXCLUSIVE BROKER OF RECORD TO Balken Risk Management Services, LLC

WHEREAS, the Pollution Control Financing Authority has been informed that their insurance account has been sold; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-5, et. seq.) requires that a resolution authorizing the award of contracts for professional services without competitive bids and the contract itself must be available for public inspection; and

WHEREAS, the appointment of Exclusive Broker of Record to Balken Risk Management Services, LLC, will require no compensation from the Pollution Control Financing Authority; and

NOW, THEREFORE, BE IT RESOLVED by the Pollution Control Financing Authority of the County of Warren in the State of New Jersey as follows:

1. Balken Risk Management Services, LLC shall be appointed Exclusive Broker of Record, their successors and/or assigns with a 30 day termination provision, and that;

2. An agreement between the Pollution Control Financing Authority of the County of Warren, Oxford, New Jersey and Balken Risk Management Services, LLC, located at 143 Washington Street, Morristown, New Jersey, for Broker of Record services with the Pollution Control Financing Authority be made part of this resolution by reference and approved and entered into by the Pollution Control Financing Authority Board of the County of Warren subject to approval of Counsel;

3. The Chairperson and Director of Operations are hereby authorized to execute said Professional Services Agreement by signing same;

4. A notice of this action shall be published within a local newspaper, as required by law, within ten (10) days of its adoption.

ROLL CALL:

Mr. Allen	-Yes
Mr. Pryor	-Yes
Mr. Mach	-Yes
Mr. Cannon	-Yes

I HEREBY CERTIFY the above to be a true copy of a motion adopted by the Pollution Control Financing Authority of the County of Warren on the date above mentioned.

Mariann Cliff
Recording Secretary

Approved: *December 17, 2018*

Mr. Cannon stated that the Broker of Record is done, the services agreement no motion or anything he just will sign it later on. Mr. Williams agreed. Mr. Cannon stated that we are good then, thank you Mr. Daly and Happy Holidays. Mr. Daly replied thank you.

****Mr. Daly left the Boardroom at approximately 10:40am.***

Mr. Cannon stated good morning to Ms. Shaw and Mr. Mutch (from Cornerstone), who both replied good morning.

Mr. Cannon stated that with the discussions back and forth with everything, and knowing that just on Tuesday we got the air proposal, and Thursday we received the new one, obviously, we have not had time to review either of them. We would like to discuss them today but they would not be able to make a decision on those today. Mr. Cannon stated that now our time-line is not as tight as it was so we now have a little breathing room. We did not get printouts until today. Everyone received them in the email but we did not get printouts until today. In addition, their construction manager just got an email also and they were not going to be here today so they cannot review it.

Mr. Cannon stated that he would like them (Cornerstone) to go over the information with us today. Mr. Cannon continued that Mr. Williams had spoken about the two proposals that you were going to have for us but we only received one. Maybe you still have something to tell us today so we can digest it and then get our information from Mr. Williams who has not had a lot of time to review it either. Mr. Cannon stated that he would like the concentration to be on the Mott MacDonald's Drawing Comments. Mr. Williams agreed.

Ms. Shaw asked their comments? Mr. Williams replied yes you already have them. Mr. Mutch stated that they were working through those now. Mr. Cannon stated that is what he wanted to try to maintain what they did from last meeting to this meeting. Just to stay chronological, it was said last meeting that we would get the stuff by December 7th and then we talked about the end of the year, hopefully even a little sooner we would be at 100%. So this is where we are still at right? Ms. Shaw replied right. Mr. Cannon asked Mr. Williams if he would pick up from last meeting.

Mr. Williams stated to Ms. Shaw that if we can go back to the conversation we were talking about last week regarding your most recent Cell 7 proposal. We had talked about the possibility of option 1 and option 2. So if you can go through that because the option 1 piece is not in writing and he is guessing that you wanted to discuss that a little bit further as a possibility. If you can go over what the thought process was.

Ms. Shaw stated that when they left the meeting, they knew that the PCFA had a budget constraint. They knew that the drawings would have to be changed. Their marching orders were to figure out what they could reduce to get the contract ideally below \$10 million dollars because of additional paperwork that the PCFA would have to do. It sounded like there was more money than the 10 million but the preference was to go under 10 million. They went back and looked at where they could break the cell and what the impact would be on site-life. They approximated very roughly, what the reduction in cost would be, they had to do this quickly so it was very rough. It made sense to cut the cell at 475, they took off about 8 acres of baseliner. Mr. Mutch agreed. Mr. Williams stated that 475 is an elevation line on the drawing.

Ms. Shaw stated that if you cut off upstream of the sump area, so that is 8 acres, again very rough estimate of the reduction in cost associated with reduction of 8 acres. Unfortunately, the way that this cell is laid out with the need for an MSE berm and all the earthwork near the sump area a lot of the cost are associated where that sump and the construction of the wall is. The reduction in air space and that reduced footprint gets you about four years. Cell 7 in total was about 8 years, which was in-line with what you had with cell 5. So what they wanted to do, and she and Mr. Mutch called Mr. Williams and they had the thought of what to do to reduce the time and the cost associated with revising the drawings and still get a complete set that a contractor could build from.

Ms. Shaw stated that they discussed one approach with Mr. Williams, the idea of shading the area that was not going to be in the contract, those 8 acres. Then using many notes to instruct the contractor to grade to drain. We have those 2 - 24 inch culverts that are going under the landfill, those would have to be shortened then grade that upward area to drain to those culverts. Ms. Shaw wanted to get Mr. Williams thoughts on that idea and his response was that he wanted it to be as clear as possible.

Ms. Shaw stated that whatever they developed needed to be clear to reduce RFI's, reduce the chance of change orders. They finished that call with saying that the other option is to show the grading and still try to reduce what we change in the drawing. You will still show the 8 acres not in contract but having a second sheet, example, sheet 2-A to show grading. As to be very clear to the contractor what we want to do, we can get concrete quantities, we could show the drainage, and we would show everything. That is a lot more work, so there are two extremes.

Ms. Shaw stated that there is a lot here that you are leaving in the hands of the contractor, the CQA, inspector, that would be Mott. When the call was complete, she still thought that they could handle it with notes. Then she asked people in her company what their thoughts were that have done a lot of construction, Mr. Mutch has done a lot of construction and the fear was that we weren't going to be as clear as we could be with just doing it with notes. Everyone would be better served if we show the grading and show exactly what we needed the contractor to do.

Ms. Shaw continued with we were talking about some sort of hybrid approach where we still have sheet 2 that shows the whole cell 7, shade that area but we have sheets that follow that to where we show the grading and exactly what we want to do. It still is quite a bit of work, and we would want to try to limit additional details/changing details handle a lot of that with notes. She does not want to create a brand new set but this is why they came back in the letter with costs with a range.

Ms. Shaw stated that she did that analysis pretty quickly and when they did go back to Mr. Williams and told him that elevation grade line 475 rough estimate, they are still above \$10 million. We asked how critical is it to be below \$10 million? Ms. Shaw stated that Mr. Williams told her that he wanted it below \$10 million. She continued that she is at a point even with breaking it at elevation 475 we are not sure we are at the right point to get it below \$10 million. So there is still some work to be done.

Mr. Cannon asked Ms. Shaw if she had a number. Ms. Shaw stated that the number is very rough. Mr. Mutch stated that it was at \$11.5 million with contingencies. Mr. Cannon stated he just wants to confirm that with \$11.5 million he understands it is after cutting everything above elevation 475 from cell 7.

Ms. Shaw stated cutting at that contour and removing about 8 acres, Mr. Mutch roughly went thru each of the line items that we had sent you. Mr. Mutch stated that he adjusted what would not be in there, shortening the pipes, cut and fills – very rough to get it done quickly.

Mr. Cannon stated that what he is getting at is you did not really take out a lot of infrastructure. From what he read, you felt that all the infrastructure is almost all necessary, so you were not able to get the number down further.

Ms. Shaw stated that we are cutting a portion of the wall. Mr. Mutch added that some stormwater drains come out and some channels come out. Mr. Williams stated when you say a portion of the wall do you mean the second MSE berm? Mr. Mutch replied the one on the north wall. That is going to be cut about half. Then we will step it down to tie into next phase. Mr. Williams stated you have two MSE berms. Mr. Mutch replied the one on the east wall would still be constructed. Mr. Williams stated the one he will call north-west that one will be gone. Mr. Mutch stated only half. Mr. Williams replied ok.

Mr. Cannon stated so you are comfortable with 50% of that berm to be able to have 7-A operational. Ms. Shaw replied right, but now that we are to do this in 2 steps instead of completing the whole berm, we have to get our Geotech back involved to be able to finish it so you can come back and continue it. It will be a bit more work there. Ms. Shaw stated that all of the comments that they got from Mott MacDonald we are working on those, most of those would be transferred into whatever we do for cell 7-A so it is not a loss of effort.

Mr. Cannon stated that putting aside the cut-up for 7-A those are all 100% December 31st. That stuff will all be addressed, that has nothing to do with proposed changes of half a berm or so on and so forth. That is what the plan on our current contract being fully designed for a whole 7.

Ms. Shaw stated that she said when she spoke with Mr. Williams, she asked about the schedule, because you cannot build all of cell 7 she believes, we talked about if it really make sense to submit to the PCFA a full complete drawing set at the end of December. Ms. Shaw stated that they would talk here and make that decision. We are moving forward with the comments and we could wrap up a full set but we want to make sure that is what you want us to do.

Mr. Cannon replied that where they are at currently and chronological order is what he is using to keep track. What we decide to do with the other stuff, we do not know yet, we really have not looked at it. The 100% drawings for the end of the year should still incorporate all of this, everything pending is as reviewed and as Mr. Williams reviewed back and forth, they will all be done. Mr. Cannon continued stating he is not saying that we need 12 sets of plans come December 31st but he expects to see one 100% plan with all these things addressed, and you were even talking about having it done for today.

Mr. Cannon continued that then our Construction Manager and Mr. Williams could review it before you go making up 12 sets for everyone. You are good with that, you can have all that done. Mr. Cannon stated that gives us a window of time for these other proposals for what we have to do, the air permit issue we are putting aside for right now. What we may do with these additional items is what we are trying to find out today.

Mr. Cannon stated that he did not know about Cell-7 only four years of life, that number, does that sound right to you Mr. Williams? Mr. Williams replied yes it does. Mr. Pryor asked if they were talking about cell-7 or 7-A. Mr. Williams replied 7-A.

Mr. Cannon stated that the thought for today was to review the procedures of what we can do. Mr. Cannon stated that we have looked at the minutes back and forth and would like to make sure that we are 100% covered with what is in our proposal with you guys, the signed contract. That we will have all that by the end of the year.

Mr. Cannon stated then if we have to do something separate, he understands your position that was not included in any way, shape, or form. To tell you the truth, the transition between Mr. Beebe and Mr. Swyka and yourselves however, we are not going to have that discussion with you today. Mr. Cannon then asked are all on the same page with that?

Mr. Mutch replied just to give you an update 90% of the drawing edits are done and we are working thru the spec edits right now so he does not see any reason why it could not be done by January 1st. Mr. Cannon stated ok, that's what we want.

Mr. Cannon stated now we have a little elbowroom so we are offering you the elbowroom as well. Mr. Cannon stated so now going back to what you are cutting or not cutting, he is assuming that you can give

us some more submission on that piece and he knows that it is rough. What you figured out, whether it is a half of a berm. We would need to get something like that in writing correct. For your cost. When you get to \$11.5 million, you will have that in writing.

Ms. Shaw asked Mr. Mutch if he had sent us anything. Mr. Mutch replied no and it is because it was really rough. Mr. Cannon stated that he understood but that we need to know.

Mr. Williams stated that it was understood that the engineering cost is higher than what the construction cost would be. Mr. Cannon stated that we do need to look at it.

Ms. Shaw stated that they can send us a memo of what we have looked at conceptually to create a 7-A, that is what you want. Mr. Cannon stated that a number for that is what we are looking for. Ms. Shaw stated do you want an actual proposal where we are going to give you the detail of what we would do to create 7-A or do you want just a memo where we stand based on what we have evaluated to date.

Mr. Williams stated that he thinks that what we would need is an outline, he does not think that you need to go into great detail, probably an outline of what we would need to be done to get us to that 7-A and what you think that cost estimate is going to come in at. Mr. Cannon agreed that is what we are talking about here, he stated that he did not know how much of a berm we would need. You did say that it was done roughly and he is sure you were under time constraints also. Mr. Cannon stated that to us, evaluate that whether we do want to spend \$12 million dollars, or we can spend \$9.9 million we can make that evaluation based on you saying these are the cuts we can make, so that you can have an operating cell of 7-A and you will have 100% infrastructure needed for 7-A.

Mr. Williams stated that he would like you to hone in on that number, because right now it is on the back of an envelope. Ms. Shaw stated that the reason that they did it quick is that it is a lot of time to do a detail, which we do not have. We are focused on these drawings now so we did not have the manpower and we don't have the budget to look at refining those quantities based on a elevation of 475 cut so if you want us to do more detail it is going to take money, which we don't have. We have used our budget to finish the contract drawings, what she can do is give you a memo of the rough estimate based on elevation 475 and what infrastructure would come out of that contract.

Mr. Cannon stated that would be good enough. Ms. Shaw stated that it would need to be refined and that it would be approximately \$11.5 million with a 10% contingency. That is what we could give you now.

Mr. Pryor asked what we have now is the full cell 7, what is the life expectancy on that? Ms. Shaw replied 8 years. Mr. Pryor stated that the last he heard we were between \$15 and \$20 million right? Mr. Mutch replied yes, \$16 or \$17 million, actually 16.8 million with contingencies. Mr. Williams stated \$17 million just to round up. Mr. Pryor asked if this is with the contingency. Mr. Mutch replied that it was with the contingency.

Mr. Cannon asked if this was also rough too. Ms. Shaw answered that one was detailed. Mr. Pryor stated that it was probably the same order of magnitude as 7-A right? Meaning the accuracy. Ms. Shaw replied that a lot of the earthwork and a lot of the berm is in 7-A, this is not exponential. Mr. Pryor stated that what he was looking at really quick is, you double the capacity and you only raise the cost by 50% if that is what we are looking at. Ms. Shaw stated that you get to overlay more of the expenses.

Mr. Allen stated the signed drawings that you are currently at 90% complete for the full package, the infrastructure and what is in those drawings, to do a cutback now to just do a 7-A does that require any modification to that design work that you did for the overall package? Ms. Shaw replied yes.

Mr. Cannon stated that this is the proposal. Mr. Allen asked to what extent approximately. Ms. Shaw replied we could give you the detail in a memo. Mr. Cannon stated just approximately.

Ms. Shaw replied, 8 acres of baseliner, ½ of one of the walls would have to be stepped down now to be completed. Drainage changes, grading upstream of the baseline that you are going to build that will be required, so that it is not all pouring into the baseliner. We have a detail for the operational berm and we would just have to put that at the end of the baseline acres that we are going to construct. Mr. Mutch stated that planning profiles, channels, stonework, basins. Ms. Shaw stated everything that is going upstream on those 8 acres we are removing; we would have to give the contractor direction of what we want them to do in that area. Then how are you going to build what you are going to build now for cell 7-A and then how you are going to extend it when you build 7-B. Having that in forethought now so that you can continue piping and baseliner etc.

Mr. Williams stated that is really doing all of the tie-in's. Ms. Shaw replied yes. Mr. Cannon stated that you could do this in a memo, and we could add that to what you have sent us already and we can evaluate based on that. Ms. Shaw replied yes.

Mr. Allen stated that one thing that you had in one of your memos, you spoke about a number, a cost estimate for construction. You indicated that you thought it could be built for less than that. That the actual construction cost would be less than your estimate. Ms. Shaw replied that they do an engineer's estimate based on what industry or an average of numbers that it might cost to do something. A contractor might want to get the job and be aggressive and come in low. We always try to have an estimate so you are not surprised, and we are lower than what you are getting for bids. That is what we meant by that, in general, the engineers estimate is typically higher than what you are going to see in a typical bid situation.

Mr. Cannon stated so while we are on that subject the \$26 million that you brought last month or 2 months ago, did you ever research to see what that number was generated from? Mr. Mutch replied that he did not. Ms. Shaw stated in the conceptual planning phase? Mr. Cannon stated yes, the summary table that you guys brought in last time that had the \$26 million on it. Ms. Shaw stated that she was going to guess that it was not a detailed cost estimate, it was 'we are going to build this many layers/feet of berm and this many acres of baseliner. We use a general rule of thumb for what it cost to build a double composite baseliner and we have a general rule of thumb for what it cost per linear foot of MSE berm depending on the height of it'. That is probably how it was done.

Mr. Cannon stated that was the whole build out, which was the 35 years projected additional airspace for \$26 million dollars. Ms. Shaw replied it gave you 7, it gave you 6, and it gave you the total of both. Mr. Cannon stated ok, you brought that in and he has looked at it since, and tried to recollect back from that time, that was again our picture of the total cost and he assumed it was put higher. Generally, you do put it higher just for that reason in the future. Mr. Cannon stated that he thought \$26 million was going to get us 35 years. That is how our understanding during the course of the last 3 ½ years is how we did that. So again, just to reinforce what we talked about with the numbers, that is how the numbers were going and we received nodding confirmation from Mr. Beebe and Mr. Swyka. We will not have that argument today, this is just where our thought process was.

Freeholder Smith stated that he was curious, would there be any economic reasons to do 7 as a singular project as opposed to a 7-A and 7-B are there any significant savings in terms of doing one vs. the other. You already have a number for doing the whole thing at once, the entire 7. So when we are splitting it up absent of design flaws, from the construction standpoint would you anticipate that there is a significant cost for that pause that may offset the difference in the cost of the capitol for 7.

Ms. Shaw stated that it would cost you less to do it all at once, but she cannot quantify that she does not know the percentage. Mr. Cannon stated that we are at 5 million now. Ms. Shaw stated that she does not know what the savings would be but you get another contractor out there and you are stopping things, then you have to find it, tie it in. Freeholder Smith stated that there would be some savings. Ms. Shaw agreed.

Mr. Pryor stated that some of the numbers that Ms. Shaw just gave him are saying \$11.5 million for 7-A if we did all of 7 it would be \$16.8 million, obviously there is a big reduction if we did it all at once. You are probably getting an equivalent amount of capacity for ½ the price when you talk about the additional capacity. Mr. Cannon stated that also 66% let us say of that \$11 million represented of the \$16 million for reference. There is a lot of heavy load in there of infrastructure, which you have told us that are not necessary for 7-A but are necessary. So that 66% is overloaded because there is a lot of infrastructure that was brought up earlier, we get the height on the existing cell when we add that berm type of stuff and that is airspace too. That is a tough calculation to look at to try to figure out comparing apples to apples, not sure, how you can do that because really it is different. The benefit of the infrastructure vs. how much it would cost down the road. Mr. Pryor stated that he was looking in the simplest of terms you get four years of capacity for \$11.6 million and then you would have gotten 8 years of capacity for \$16.8 million.

Freeholder Smith stated that the question he was asking was whether that second cell would be proportionately less money, similarly or not. Mr. Cannon stated yes, absolutely. Mr. Williams stated that it should be.

Mr. Pryor stated now getting back to what Mr. Cannon said the cell 7-A is front-end loaded with cost if you are looking at the unit, you would need a more thorough analysis. Mr. Williams stated that yes you have roadways you have electrical, 7-B is not going to have as much. Mr. Allen stated if we got A and we go to add B do we end up with less capacity because of what was done? Any berm that is put in to separate it out gets taken out? Mr. Williams stated it could be. Ms. Shaw stated yes, you would not lose anything. Mr. Allen replied ok, so you are not losing anything by doing it separately.

Ms. Shaw asked how much money did you say you had. Mr. Cannon replied you sound like the Chevrolet dealer he spoke with a few months ago. When he walked into the showroom and he was asked how much money do you want to spend today? He did not take it then and has not for 30 years so his answer is he does not know. The \$10 million is a State threshold that has a requirement, that if we spend more money, we will have to meet that requirement he is assuming with the State. However, we do have a little bit more than \$10 million let us just say that much, so if we had to do that, we would because we could not get 7-A for \$9.9 million. You people are not spending the money you are not bidding on it so he understands it completely.

Ms. Shaw asked what is the process with the State when you have a contract that is over \$10 million? Mr. Cannon stated if you go out for bid for over \$10 million from what Ms. Fina had told us. Mr. Williams stated it is a filing that needs to be submitted to the State.

Mr. Tipton stated that it was any public entity in the entire State. It is another mechanism to make sure public entities are not spending money foolishly so when you hit a certain threshold, they want to see what you are doing. He does not think it is bad and believes that they only need about 30 days, so it is not a very extensive review. It is not going to be looking at tech specs or anything like that. It is really just a little check and balance type of thing and it is relatively new. It came out a few years ago. Mr. Williams stated that the way Ms. Fina explained it was technically we are supposed to wait until we hear back from the State that everything is fine before we can put it out to bid.

Mr. Cannon stated we have given ourselves that little cushion on that and they require it done within 30 days. Mr. Tipton stated that they did it with the Sewer Authority when they did their expansion. It was not a big deal. Mr. Cannon stated that there was a question only because it was new. This is not something that has been going on for years.

Mr. Cannon stated that it has been on our minds all the time from 2015 until present we knew that \$10 million was the number. We had talked about with Mr. Beebe and Mr. Swyka it was always that number because of all of this. That is where that came from. We were looking at 10 – 10 and 10 is what we were thinking. \$26 million being a little low for maybe 10 years down the road. Now it is not the end of the world, this State review is not a crisis.

Mr. Cannon continued so, we are going to get a memo from you with all of that, do you have any disagreements with Mr. Henning about all of these punch-list items or stuff that you will not be able to resolve amongst yourselves? Mr. Mutch replied that he thinks that they are just handling them all. Mr. Cannon stated ok and the road width he knows was an issue, are you going to fix that? Mr. Mutch replied already done. Mr. Cannon asked Mr. Williams if he had any pointed issues with the 100% issue. We will look at that and make some decisions based on that. Mr. Williams stated no he think that we are all in agreement.

Ms. Shaw asked how many sets of drawings do you want? Mr. Williams stated just make two, one to the PCFA and one to Mott MacDonald. Mr. Mutch stated at the end of the year, January 1st. Mr. Cannon stated or as soon as they are done, if you finish them next week, we will take them. Mr. Mutch stated that he thought that could happen. Mr. Cannon stated ok, the sooner the better. Once a month meeting here the sooner we can get stuff the sooner we can digest it.

Mr. Cannon asked if there was anything else. Mr. Williams stated that should do it. Ms. Shaw asked if the Board expects the drawings to be signed and sealed or what is your expectation for this set.

Mr. Williams stated that he thinks once we get this 100% and we have an opportunity to get one final look at them, before you sign and seal them. Ms. Shaw replied ok. Mr. Cannon stated like we said then we have a whole month until our January meeting, December 28th to January 28th is our next meeting so that is a good amount of time to review.

Ms. Shaw asked if they still want them at the next meeting. Mr. Cannon stated probably not, once we get the stuff then we are going to have to go through the digestion period. Mr. Williams stated probably not. Ms. Shaw stated you could let us know, as it gets closer. Mr. Cannon stated that she was right it was probably too soon to know.

Mr. Allen stated that going back to his question regarding the 100%, what you have got and what Mott is looking at, is going to get modified to create a cell 7-A. Ms. Shaw replied yes. Mr. Allen stated that is not affecting what Mott is looking at currently with the 100% drawings and all of these comments. Some of that is going to get changed down the road because now we are building just a 7-A, correct.?

Mr. Cannon stated to Ms. Shaw that now there would be an additional overlay, correct? Ms. Shaw stated that some of their comments, actually all of their comments get incorporated into the drawings and they will still be there whether you have 7-A or 7 all by itself.

Mr. Allen stated that when you say comments you are talking about comments to make 7-A? Ms. Shaw replied no, we have comments to finish the cell 7 as it was, those were the only comments we have right

now. Mr. Pryor stated and that is what you are delivering cell 7 as a whole. Mr. Allen stated that is what he wanted to make sure, so anything down the road in terms of building this 7-A is separate.

Mr. Shaw stated that their expectation is if you had them do those drawings that you would probably have Mott review them and get comments on those. Mr. Cannon stated that you are on that number is a hard number for you guys? What was it a \$20,000.00 range? Ms. Shaw asked what is? Mr. Cannon replied that the sheet he got that was sent here to do the berm cut up.

Mr. Williams stated that it was \$50,000.00-\$60,000.00 Mr. Cannon stated ok \$50,000.00-\$60,000.00.

Ms. Shaw stated that no, that was not a hard number she said that if the Board wanted them to prepare a detailed scope that they will do that for them to give you a hard number. Ms. Shaw continued that is just a range thinking that, they have to look at drainage, they have to do the step-down on the berm, they have to do the grading etc. Ms. Shaw stated that she has had time to figure out, knowing that they were not below \$10 million, how can they get down to \$10 million if the Board wants them to do that, so that is why there is this range. Ms. Shaw stated that she thinks that they should also talk about maybe with Mott MacDonald, if PCFA wants to go this route is what we can handle with notes, it might be good to get their prospective since they are going to be out there during the construction dealing with the contractor. Yes she thinks that this can be handled with notes, they don't have to change detail, they don't have to give another detail.

Mr. Cannon stated that his question was to give a detail of the \$50,000.00-\$60,000.00 are they expecting them to pay the amount of money in the contract and then you would give us the detail to get a hard number? Or, you have not done the hard number?

Ms. Shaw replied that if the PCFA wants them to give them a detailed proposal, it is a proposal. Mr. Cannon agreed that it was. Ms. Shaw replied that she could give them a proposal.

Mr. Cannon stated that you are saying now that they could work with Mott MacDonald a little bit and decide whether that proposal could be much less because you could use more notes then? Ms. Shaw replied that she would not do that upfront, she is giving a recommendation that they bring them into the process. Mr. Cannon stated he is just trying to see where they are. Ms. Shaw stated that to cover themselves she was going to give us a price that would not include a lot of notes. It is going to be clear, it will give a lot of detail to a contractor and will leave no room for interpretation that is the set of plans that she would give for 7-A and the price that would give you. Ms. Shaw continued that what she would put in there in the proposal is perhaps we have a working session with Mott, they go thru the drawings this is what we were proposing on each of the sheets, then get their opinion and then they could reduce the proposal price. Then give you the price then have a meeting with Mott and the Board and see where we could cut the price. Mr. Cannon stated ok.

Mr. Pryor stated that he had one last question. The first thing that they talked about was elevation 475, what kind of life did that have? Ms. Shaw replied about 4 years. Mr. Pryor stated all right but 7-A is going to be an even smaller footprint than that correct? Ms. Shaw stated no that would be the limit of 7-A. Mr. Pryor stated that he thought that was over \$10 million when you estimated it.

Ms. Shaw replied that it was about \$11.5 million, with contingency to build up to elevation 475 which would be 7-A.

Mr. Pryor stated that we still do not get to \$10 million. Ms. Shaw replied that they would have to refine that, that was just a very quick estimate of where we could cut and elevation 475 seemed reasonable.

Mr. Pryor stated that if we absolutely wanted to get to \$10 million it would be something that you could do? With a smaller footprint? Ms. Shaw stated yes and agreed.

Freeholder Smith stated that it would also decrease the life of the landfill. Mr. Cannon stated that the elevation 475 at \$11.5 million equals 8 acres. Ms. Shaw stated that she did not know how many acres are remaining, they would be removing 8 acres. Mr. Cannon stated at elevation 475. Mr. Williams stated that it should be 10 acres. Ms. Shaw stated that it should be 10, 8 to 10 acres, cell 7 was 18.

Mr. Cannon stated that what would be the size of 7-A. Ms. Shaw replied about 10 acres. Mr. Cannon stated ok.

Mr. Cannon stated that he thinks he is as clear as he can be right now, how about you Mr. Williams? Mr. Williams stated that he thinks that we should get the proposal, get the hard number. See what that cost is and take a look at it. Mr. Cannon stated and then we will also know which is excluded and not excluded. Not a design aspect but at least we'll know what they are talking about, it does not seem like a lot of stuff we are still incorporating a lot of that infrastructure into that 66% which we have to he understands. But we are not excluding that much of it.

Mr. Mutch stated that some of the things that we could cut out, we wanted to do the road repair that is in the 16 million that really could be set aside from the 7-A, your existing road. We also included some of the infrastructure for cell 6. Mr. Williams stated that is such a low number. Mr. Mutch replied it is not a big number he agrees. Mr. Williams stated to have cell 7-A open and then we would be repaving it with truck traffic going down that same roadway is going to be a nightmare.

Mr. Mutch stated that he was just looking at some things. Mr. Williams stated we should do it now.

Mr. Cannon stated that if Mr. Mutch finds any other ideas to let them know. Mr. Allen stated that to put this proposal together it you indicated that it might be beneficial to have Mott involved to consider whether or not some of the comments would be beneficial to help with cutting down the cost.

Mr. Cannon stated that he believes that Ms. Shaw said after they made the proposal. Ms. Shaw stated that after, she would prepare a proposal that gives you all the detail and then she will have in the proposal a recommendation that they have a meeting with Mott to get their opinion on where we could address things with notes. Again, a lot of the risk is on them because we are signing these drawings and if anything happens in the field, you are going to come back to us. Therefore, she would like to listen to their perspective and use their experience as well to help reduce the amount of work that has to go in to changing those drawings. Mr. Allen stated that he is good. Mr. Cannon asked Mr. Pryor if he was good. Mr. Pryor answered that he has the overview.

Ms. Shaw stated ok, thank you. Have a good Christmas.

Mr. Cannon stated thank you, you also.

Mr. Cannon stated there was nothing in the latest progress report that was an issue right. Mr. Mutch replied right.

Mr. Williams stated that they looked fine. Mr. Mutch stated that we have another one coming to you this week. Mr. Cannon stated thank you, Terrific.

***Prentis Shaw and Paul Mutch from Cornerstone left the Boardroom at approximately 11:22am*

WHEREAS, the Annual Budget and Capital Budget as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

WHEREAS, the Annual Budget as presented for adoption reflects Total Revenues of \$ 5,735,950, Total Appropriations, including any Accumulated Deficit, if any, of \$ 5,735,950 and Total Unrestricted Net Position utilized of \$ 0; and

WHEREAS, the Capital Budget as presented for adoption reflects Total Capital Appropriations of \$ 10,375,000 and Total Unrestricted Net Position planned to be utilized of \$ 10,375,000; and

NOW, THEREFORE BE IT RESOLVED, by the governing body of Pollution Control Financing Authority of Warren County, at an open public meeting held on December 17, 2018 that the Annual Budget and Capital Budget/Program of the Pollution Control Financing Authority for the fiscal year beginning, January 1, 2019 and, ending, December 31, 2019 is hereby adopted and shall constitute appropriations for the purposes stated; and

BE IT FURTHER RESOLVED, that the Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services.

December 17, 2018

Richard Mach, Board Secretary
(Date)

Governing Body Recorded Vote

Mr. Mach	Aye	Nay	Abstain	Absent
Mr. Pryor	Aye	Nay	Abstain	Absent
Mr. Allen	Aye	Nay	Abstain	Absent
Mr. Cannon	Aye	Nay	Abstain	Absent

Mr. Williams presented A-1

Mr. Williams stated that there were no surprises, everything is within budget, we are through the end of November we are at 92% and some of the line items are well under 92%. We are in-line everything is good financially. There is really nothing more to say, the only other thing regarding Finance is there is one CD over at Provident that comes up at the end of the year and we will not be renewing that. This will help us in the payment of cell 7-A. Mrs. Banghart and himself will get on the phone with the Bank sometime this week or next week to get those funds when those CD matures and transfer it over to the proper account.

Mr. Pryor asked how much is that one? Mr. Williams stated that one is \$3.5 million.

Mr. Cannon stated that he was going to suggest an executive session. We can have a quick discussion about the Authorities' moneys a little later.

Mr. Allen stated the pretreatment operating expenses that is 24% of budget, because? Mr. Williams stated that we have reduced our chemical usage that much. The majority of the materials going out is going untreated down to Passaic valley. Mr. Allen stated that a little further down in the packet we are going to cover it again later is the leachate treatment plant shutdown? He was just curious why the number that you have here for 2018 treatment plant operations costs 396,000.00 that is a different number than you have here, in 2018 it was budgeted for 367,000.00. Mr. Allen was wondering why there is a difference in those numbers.

Mr. Cannon asked what page they were looking at? Mr. Williams stated that this was based on 2018 numbers – this was when we were in full operation and we kept carrying these numbers over in the budget which is why it was a higher number, this is actual costs. So yes, we went from the \$367,000.00 down to the \$110,000.00. Mr. Allen stated that he understood. Mr. Cannon stated that was how they reflected that in the new Budget when Mr. Williams and he went thru it line by line to use the real numbers of where we have to be because of our limited space issues. We then checked the numbers and made them realistic. Mr. Williams agreed.

Mr. Williams stated that, he would have to go back and look, to see what all is included in there. Some of that is the licensed operator that we pay Mott MacDonald, which is \$60,000.00 or \$70,000.00. Mrs. Banghart stated page 24 will tell you what it is, was it 193? Mr. Allen replied yes.

Mrs. Banghart stated that on page 24 you would see the SUI, Employee, PERS workers comp it is employer benefits.

Mr. Pryor stated that it just seems unbalanced. We did not have that in the budget.

Mr. Williams stated that he did not know why it is reflected as 56 in there. Mr. Pryor stated that it is 341%, something is out of whack. Mr. Williams stated that it does not make any sense because it had been reflected in the budget. Mr. Williams stated that they would go back and look at it. He thinks that they might be reversed. Mr. Pryor stated that if they were he could understand it.

Mr. Williams stated that he would take a look at it. Mr. Cannon stated that he is pretty sure that it should be the other way around, he thinks the budget was 193 and the actual was 56.

Mr. Allen asked is this computer generated, or do you plug these numbers in?

Mrs. Banghart stated that she has to plug certain numbers into our formulas, but the actual numbers are from computer-generated reports. Mr. Allen replied ok.

Mr. Cannon stated that two and a half weeks ago it would have been off 327% if this were the case. Mr. Pryor stated that even if that line was reversed, we are going to have to understand it better. Mr. Cannon

stated that he is categorizing the people also. Mr. Williams stated that we have our own staff that has to operate the treatment plant and then the operating costs like Mott MacDonald falls into the other category.

Mr. Cannon stated that Mr. Williams thought process, going back years was so we could get a clear picture of what it was costing us to do the treatment both in personnel and machinery so that if we eliminate it we would know what we were talking about.

Mrs. Banghart stated that she found it. It was input incorrectly, it should be 31,366.75 for the YTD instead of the 193,697 that is all of those categories added together.

Mr. Williams stated ok, so that 193,697 should be 31,366.75.

Mr. Cannon stated that the 193,697 is the total treatment expenses. Mrs. Banghart replied yes. Mr. Pryor stated all right that makes it more understandable.

Mr. Cannon stated that makes it maybe 75%, no it is less than that, around 60% ok. Mr. Cannon also wanted to say that the average fee per ton vs. 16 alone he thinks has helped us a lot in our reduction of intake because of our lack of space.

Mr. Cannon stated that was a good catch.

Mr. Cannon continued going to page nine, which he would like to bring up in Executive so they can talk about monies. Does anyone else have any questions about finances?

Mr. Mach stated that he had a question, we are taking in ash where is it coming from?

Mr. Cannon stated that we are not taking in any ash. Mr. Williams stated that yes we are, we are taking in ash from Covanta. Mr. Cannon stated that yes this one here but it is not much, how much is it that we are taking? Mr. Williams replied that it is about 3500 tons a month from Covanta.

Mr. Cannon asked if anyone had anything else?

Hearing none, will someone make a motion for the Resolution R12-02-18 to pay the bills here on December 17th in the amount of \$322,127.70.

On a motion by **Mr. Allen**, seconded by **Mr. Pryor**, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

R E S O L U T I O N

R-12-02-18

To Pay Bills – December 17, 2018

WHEREAS, the Pollution Control Financing Authority of Warren County has been presented with invoices for services, supplies and other materials rendered to it or on its behalf;

NOW, THEREFORE, be it resolved by the Pollution Control Financing Authority of Warren County that the following bills be paid:

See Attached

ROLL CALL:	Mr. Allen	-	Yes
	Mr. Pryor	-	Yes
	Mr. Mach	-	Yes
	Mr. Cannon	-	Yes

We hereby certify Resolution to Pay Bills in the amount of **\$322,127.70** to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the *17th day of December, 2018.*

Mariann Cliff
Recording Secretary

James Williams
Director of Operations

Approved: 12/17/2018

Mr. Cannon stated that Personnel was next.

PERSONNEL

Mr. Williams stated that the next item is the Resolution to approve the annual salary adjustment for the PCFA staff for 2019. What he put it in as was 2%, which is what they put in the budget and what the

Authority has approved in past years. Mr. Cannon stated that they have had this discussion and that is what the County was doing and we were following that line also. Mr. Williams replied the County has multiple categories; they have many union employees, so it may differ from non-union employees. Mr. Cannon asked if anyone had questions on that. Hearing none will someone make a motion to approve resolution R-12-07-18 for the Annual Salary Adjustment of the 2% for the salaried employees here?

On a motion by *Mr. Allen*, seconded by *Mr. Pryor*, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on *December 17th, 2018*.

R E S O L U T I O N

R-12-07-18

Approving the Annual Salary Adjustment for Employees of The Pollution Control Financing Authority of Warren County for Fiscal Year 2019

WHEREAS, the Pollution Control Financing Authority of Warren County (the “Authority”) desires to adjust the annual salaries of all its full and part-time employees as a remuneration for services rendered; and

WHEREAS, the Authority has determined that the adjustment to the annual salaries in the amount of 2% for said employees is deemed to be equitable.

NOW, THEREFORE BE IT RESOLVED, by the Authority that the salary adjustment of 2% be approved for all its full and part-time employees and be made effective January 1, 2019.

ROLL CALL:	Mr. Allen	-Yes
	Mr. Pryor	-Yes
	Mr. Mach	-Yes
	Mr. Cannon	-Yes

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: *December 17, 2018*

FACILITIES/RECYCLING

Mr. Cannon stated Insurance is done, then asked Mr. Williams what he would like to do first A-3? Mr. Williams replied that there is A-3, A-4 and A-5 these are typical proposals that we go out for at the end of the year, for 2019, which is Legal General Counsel, Topographic Survey and the annual Audit.

Mr. Williams stated that they could do these individually or all at once. Mr. Cannon stated that first does anyone have any questions about those three.

Mr. Pryor stated that he would suggest that we do them separately, because we are mixing professional services and a bid.

Mr. Williams stated that was fine, the fourth one is A-3 one proposal was received, we publicly bid this, from Florio, Perrucci, Steinhardt & Cappelli LLC in the amount of \$170.00 per hour. Mr. Tipton stated that there was a slight increase because we had not raised it in four years.

Mr. Williams stated that he thought it was \$160.00 last year. Mr. Pryor stated that it is a blended rate and from his experience in purchasing legal services, it is a fair rate for this type of work.

Mr. Cannon asked if Mr. Pryor would like to make a motion. Mr. Pryor stated that he would make the motion.

On a motion by *Mr. Pryor*, seconded by *Mr. Allen*, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

RESOLUTION

R-12-04-18

Awarding a Fair and Open Contract for General Counsel, Legal Services
for
Calendar Year 2019

WHEREAS, the Pollution Control Financing Authority of Warren County (the "Authority") requested a Non-Fair and Open proposal for General Counsel, Legal Services for Calendar Year 2019,

WHEREAS, a total of one (1) proposal was received by the Authority on November 27, 2018.

WHEREAS, a review of these bids by the Authority revealed that Florio Perrucci Steinhardt & Cappelli, LLC as the lowest responsible and responsive proposal received price and other factors considered through the Fair and Open Process in accordance with N.J.S.A.19:44A-20.4.

WHEREAS, Florio Perrucci Steinhardt & Cappelli, LLC has submitted a proposal indicating they will provide legal services to the Authority at the hourly rate of **\$170 per hour**; and

NOW, THEREFORE BE IT RESOLVED, by the Authority that the law firm of Florio Perrucci Steinhardt & Cappelli, LLC be awarded the contract for General Counsel, Legal Services, for Calendar Year 2019, in accordance with their proposal received on November 27, 2018.

ROLL CALL:

Mr. Mach	- Yes
Mr. Pryor	- Yes
Mr. Allen	- Yes
Mr. Cannon	- Yes

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: *December 17, 2018*

Mr. Cannon stated to Mr. Tipton, congratulations. Mr. Tipton replied thank you.

Mr. Williams stated that the next item is A-4 the annual Topographic Survey that was also bid publicly. We received one proposal back from Robinson Aerial Surveys, Inc. this proposal was reviewed by counsel, everything was acceptable and submitted as required. Their proposal is in the amount of \$7,770.00. Mr. Cannon stated that his resolution reads \$7700.00 Mr. Williams stated that is incorrect, the real number is \$7770.00 and he will correct it.

Mr. Pryor asked Mr. Tipton what is the Iran disclosure. Mr. Tipton stated that it is a requirement that was put in place many years ago that a contractor is not doing business with Iran. He has never seen a company not satisfy it, it is just a matter of including a piece of paperwork. Mr. Tipton continued it has been around for a while. Mr. Pryor asked if the contractor had submitted it. Mr. Tipton stated that he did not but it has since been cured. Mr. Williams stated that the contractor has since submitted it. Mr. Pryor stated ok, and he would assume that is curable. Nobody gains the advantage by not submitting it and as far as he knows it was not mentioned specifically, as non-curable in the local public contracts.

Mr. Pryor stated that he would be prepared to make this motion. Mr. Williams stated just so the Board is aware this price is down about \$2,000.00. Mr. Cannon stated that he did notice that it was down from last year.

On a motion by **Mr. Pryor**, seconded by **Mr. Allen**, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on

December 17, 2018.

RESOLUTION

R-12-05-18

AWARDING CONTRACT

FOR AERIAL TOPOGRAPHIC SURVEY

WHEREAS, the Regulations of the New Jersey Department of Environmental Protection require an aerial topographic survey of all areas of a sanitary landfill to be completed during the period between January 1, 2019 and March 31, 2019; and

WHEREAS, the Pollution Control Financing Authority of Warren County (Authority) operates a sanitary landfill known as the Warren County District Landfill;

NOW THEREFORE, be it resolved by the Authority that the contract for the completion of the 2019 Aerial Topographic Survey of the Warren County District Landfill, in accordance with Specifications dated October 22, 2018, be awarded to **Robinson Aerial Surveys, Inc.** Amount not to exceed **\$7,770.00** as stated in their proposal received November 27, 2018.

BE IT FURTHER RESOLVED, this contract is awarded as fair and open pursuant to N.J.S.A. 19:44A-20.4 et seq.

ROLL CALL:	Mr. Mach	-Yes
	Mr. Pryor	-Yes
	Mr. Allen	-Yes
	Mr. Cannon	-Yes

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Date: December 17, 2018

Recording Secretary
Mariann Cliff

Mr. Cannon asked Mr. Williams if they would be able to turn this around quickly. Mr. Williams stated yes that he did have a conversation with Robinson because of the issues that we are having with

the cell 7 and they believe that they can get out there provided it does not snow heavily the first week in January.

Mr. Williams continued to get that Topo survey done and get us the raw number of the variable air space as quickly as possible. We should have that by mid-January that will help us as we go forward with discussions regarding cell 7.

Mr. Williams stated that the next item is A-5 regarding the Annual 2018 Audit. This was publicly bid one proposal came in from Nisivoccia LLP. We have used them for years. Their price came in at \$40,330.00 it is up a little bit less than a \$1,000.00 from last year. Mr. Pryor stated that is about 2.5%, which is reasonable, there was only one submission? Mr. Cannon stated correct. Mr. Pryor asked if this was done under the fair and open process. Mr. Williams stated yes, this was publicly bid. Mr. Pryor stated that it was not publicly bid it was done under the fair and open process. Mr. Cannon stated correct.

Mr. Pryor stated that he would be willing to make the motion to award the contract for the annual audit to Nisivoccia LLP as advertised under the fair and open process. Awarded for the amount of \$40,330.00.

Mr. Cannon stated that they have a motion, can he have a second. Mr. Allen stated that he would second the motion. Mr. Mach stated that he would second the motion. Mr. Allen stated that he would let Mr. Mach second it.

Mr. Cannon asked if there were any questions, then added again that was the only bid that they received. Then asked to call the Roll

On a motion by *Mr. Pryor*, seconded by *Mr. Mach*, the following resolution was adopted by the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*

RESOLUTION

R-12-06-18

AUTHORIZING THE AWARD OF A FAIR AND OPEN CONTRACT FOR AUDIT OF FINANCIAL STATEMENTS

WHEREAS, the Pollution Control Financing Authority of Warren County has a need to acquire *an audit of its financial statements for year ended December 31, 2018*, as a fair and open contract pursuant to the provisions of N.J.S.A. 19:44A-20.1; and,

WHEREAS, a total of one (1) proposal was received by the Authority on November 27, 2018.

WHEREAS, the anticipated term of this contract is *one* year; and

WHEREAS, Nisivoccia & Company LLP, has submitted a proposal indicating they will provide the auditing of the Authority's basic financial statements for the year ended December 31, 2018 for an amount not to exceed **\$40,330.00**; and

NOW, THEREFORE BE IT RESOLVED, by the Authority that the Auditing Firm of Nisivoccia & Company LLP be awarded the contract for Auditing Services, for Calendar Year 2019, in accordance with their proposal received on November 27, 2018.

ROLL CALL:

Mr. Mach	-Yes
Mr. Pryor	-Yes
Mr. Allen	-Yes
Mr. Cannon	-Yes

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: **December 17, 2018**

Treatment Plant Operations

A-6

Mr. Williams stated that the next item which is A-6 he calls it the Leachate Treatment Plant Synopsis. Operational vs. Shutdown a cost analysis, went back and revised it, numbers that Mr. Pryor had questions on. Adjusted those accordingly and it really just shows you the breakdown if we do decide in the near future to cease operations of our treatment plant. What that cost savings could be.

Mr. Pryor stated that he had just one question the PRMUA charges, what do they charge per gallon? Mr. Williams replied .027 cents he thinks this is close. Mr. Pryor stated a little under .03 cents a gallon. Then asked what does Passaic Valley charge? Mr. Williams stated that he believes that they are at .03 cents and the discussion that he had with them last week they were going to come up next week and they want to negotiate a better price for us, so we will see if it comes down a little. Mr. Pryor added and the trucking cost are not in the .03 cents so that is your 33,000.00. Mr. Williams stated correct that is the .04 cents per gallon.

Mr. Pryor stated ok, to boil this down, the disposal cost is basically a wash and in return for the trucking costs we eliminate all of these, electricity, chemicals, operator etc. Mr. Williams stated yes. Mr. Cannon replied that they have had this discussion a couple times already.

Landfill Operations

A-7

Mr. Williams stated that the next item is A-7 Cornerstones Progress Reports #14 – nothing out of the ordinary reported in there. Nothing further to say on it, they seem to be hitting all of marks. Now we have had the discussion that we had with them today, so we should be at 100% at the end of the month.

Gas Collection System

Mr. Williams stated that the next item, though you do not see it on your agenda is regarding the Gas collection system. Mott MacDonald, he, and Atlantic Lining had a meeting Monday the 10th, to go over mobilization. They are continuing to do submittals to Mott MacDonald for their review and approval regarding the piping, gas well valves and so on. Everything is moving along just fine, what is going to take the longest amount of lead-time is getting the pipe on-board and shipped to the site.

Mr. Williams stated that they are looking at drilling wells at the latest, the week of January 14th, they are going to try to push that up to the week of January 7th if all those supplies get here and based on the scheduling of the well-driller himself. They are moving along and everything is going forward.

Mr. Williams stated that he has also been keeping White Township informed of what we are doing. Mr. Williams has been copying the Chairman on the emails letting them know what we are doing and that we are aware of odor complaints. Therefore, White Township knows what we are doing to alleviate that problem.

Mr. Williams stated that what the contractor has told us preliminarily is that they need 20 good working days, to complete all of the wells. This is weather permitting. That is all he has on this as of right now, if anything changes with the schedule, he will send an email to the entire Board and White Township. Mr. Williams stated that he is aware that White Township is thankful that we are keeping them up to speed on our progress here.

Mr. Cannon stated that we have told them that verbally and via email correct. Mr. Williams replied correct.

H2S Removal

Mr. Williams stated that the next item is the H2S Removal System. We do have something to report this time, we are actually starting to see the hydrogen sulfite levels increasing in the vessels, which means that it is time to change the media out. We locked in prices with Kline Services back in May and Kline Services will do the change-out for us. Mr. Cannon stated that we guaranteed the numbers twice. Mr. Williams stated yes, guaranteed.

Mr. Williams stated MV Technologies who will supply the media. Mr. Williams stated that Kline Services proposal is for \$35,718.00 for them to come out and change the media. MV Technologies quote for the Media itself to have it delivered here was \$53,550.00 an additional item that will come along with that are these nets that are inside there which are \$19,500.00. Mr. Williams stated that this was the quote that they gave us in May of this year. They are sticking firm to that.

Mr. Cannon asked do we want to look at that for January to approve. Mr. Williams stated that he thinks we need to do that right now. It will take 6 weeks to get the material ordered. Mr. Cannon stated that we talked about them coming in after the wells were complete. Mr. Williams replied right. Mr. Cannon

stated that, ok it will be 6 weeks and the wells should be complete maybe the first or second week of February. Mr. Williams stated that it could be, if they start earlier it will be done sooner.

Mr. Cannon stated that Mr. Williams and he had talked about not having the overlap of the well installers and this work. Mr. Allen asked would they be in one another's way. Mr. Williams stated that no they would be completely outside the landfill doing the media change.

Mr. Cannon stated that they are both major projects and it will be easier on Mr. Williams to keep track of their work if they are here separately. Mr. Williams replied that the one project Mott MacDonald would be out here overseeing the well installation. We have done the media 3 times.

Mr. Cannon asked do we need to get a contract or proposal from them. Mr. Williams replied that he has them right here, they are the old ones and they have committed to them. Mr. Cannon stated that this goes back a few months and he and Mr. Williams have talked about it.

Mr. Cannon stated that without having this in front of the members, does anyone have any detailed questions that they want to know about before we would go forward with a motion. Mr. Cannon stated that we asked if we could commit to some prices, Mr. Mach remembers, so that we were not caught at the last minute and have an emergency. Mr. Cannon stated that we don't know how quickly these numbers go up so we prepared ourselves ahead of time. Now it looks like it is time.

Mr. Mach stated that it sure does, if you remember this is not a linear thing. It is not as if it goes up 2% the first month then it will go 4% then 6% and so on. Mr. Mach continued this is more as if it goes from 2% to 10% to 30% goes to 50%, that type of thing. We should take care of it right now.

Mr. Williams stated that is exactly how it is going. We went from zero one day to 25 the next day, all three vessels. It happens that quickly. Mr. Cannon stated that when we see an issue we should address it so, what is the number.

Mr. Williams stated that approval for Klines for doing the media removal in the amount of \$35,718.00 and MV Technologies for supplying the media and the nets is \$73,050.00.

Mr. Cannon stated that Kline installs and uninstalls once the media is delivered. Mr. Pryor stated that they are separate contracts and Kline was a quote or multiple quotes. Mr. Williams stated correct. Mr. Pryor continued and the other one goes back to when we spoke about this. Mr. Williams stated that they are a sole supplier, they are the only supplier of the media.

Mr. Cannon asked if anyone had any questions with that? Can we translate that into a motion as to approve a contract for Kline to uninstall and re-install the new media and for the media company which name is. Mr. Williams replied MV Technologies. Mr. Cannon continued MV Technologies to make the media and deliver the media. The total of those two again are for?

Mr. Williams stated it is probably good to keep them separate, Kline Services for the media removal and installation the amount of \$35,718.00

Mr. Cannon stated that he would make that motion. Mr. Pryor stated that he would second the motion.

Mr. Cannon asked if there were any other questions.

Mr. Cannon stated all those in favor say aye.

Mr. Mach Aye

Mr. Pryor Aye
Mr. Allen Aye
Mr. Cannon Aye

Mr. Cannon stated abstained.

Mr. Cannon stated ok, on with the second. Mr. Williams stated that the second quote is from MV Technologies for the media supply delivery and the netting that go in the vessels in the amount of \$73,050.00.

Mr. Cannon stated that he would make that motion.

Mr. Mach stated that he would second the motion.

Mr. Cannon asked if there were any further questions. Then stated please call the roll.

ROLL CALL:

Mr. Mach	-Yes
Mr. Pryor	-Yes
Mr. Allen	-Yes
Mr. Cannon	-Yes

A-8

Mr. Williams stated that with A-8 there was no change.

Mr. Cannon stated that we would talk about solar with Counsel. Mr. Cannon stated that he had made a list for executive.

Mr. Williams stated that was all that he had.

Mr. Cannon asked Freeholder Smith if he had anything to add.

Freeholder Smith stated that he did, he stated that this was going to be his last meeting. He appreciates everybody's efforts. It is a big job, we have tried to get a fifth member but Monday mornings are tough. But he also understands why, they have had discussions about that too. Freeholder Smith stated that, that was a failure on his part that he was not able to come up with one. There is a lot to do yet, but he knows that it will get done. Thank you.

Mr. Cannon stated thank you for the help you have exhibited over time and going down to Trenton a few times. Mr. Williams stated that he would like to add, "that for the amount of years that I have been here, Freeholder Smith is the first and only Freeholder that I has seen who has paid as much attention to this facility as he has. It has been greatly appreciated".

Mr. Pryor stated that he is the newest member here he certainly appreciates the details, and Freeholder Smiths grasp of the details and his willingness to rattle somebody's cage to get something done. Freeholder Smith stated that he was good at that. Mr. Pryor stated that he enjoyed the Freeholders liaison here.

Mr. Cannon asked if anyone else had anything.

Mr. Allen stated super job Freeholder Smith.

Mr. Cannon asked Mr. Tipton if he had anything for public session.
Mr. Tipton replied that he did not think so.
Mr. Cannon stated that he had four items for Executive Session, do we have any other business?

Mr. Cannon asked for a motion to enter Executive Session again.

Executive Session

Mr. Cannon stated that a motion was needed for Executive Session (R-12-09-18)

On a motion by, *Mr. Pryor*, seconded by, *Mr. Allen*, the Board agreed to an Executive Session at approximately 11:55 am to discuss Contract Negotiations, at the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

RESOLUTION

R-12-09-18

AUTHORIZING EXECUTIVE SESSION

WHEREAS, the Authority has a need to discuss the following matter(s) in Executive Session:

****Contract Negotiations****

It is not possible, at this time, for the Authority to determine when and under what circumstances the above-referenced item(s), which are to be discussed in Executive Session, can be publicly disclosed;

NOW, THEREFORE, Pursuant to N.J.S.A. 10:4-1 et. seq., BE IT RESOLVED by the Pollution Control Financing Authority of Warren County that the matter(s) as noted above will be discussed in Executive Session.

Moved By: *Mr. Pryor*

Seconded By: *Mr. Allen*

ROLL CALL: Mr. Mach - Yes
Mr. Pryor - Yes
Mr. Allen - Yes
Mr. Cannon - Yes

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: December 17, 2018

Executive Session ended approximately 12:21 Public Session resumed.

Mr. Cannon stated that he needed a motion to come out of Executive session.

On a motion by, **Mr. Pryor**, seconded by, **Mr. Allen**, the Board agreed to end the Executive Session at approximately 12:21 pm at the Pollution Control Financing Authority of Warren County at a meeting held on *December 17, 2018*.

Mr. Cannon stated all in favor of coming out of Executive Session say aye.

Mr. Mach -Aye
Mr. Pryor -Aye
Mr. Allen -Aye
Mr. Cannon -Aye

I hereby certify the above to be a true copy of a resolution adopted by the Pollution Control Financing Authority of Warren County on the date above mentioned.

Recording Secretary
Mariann Cliff

Dated: December 17, 2018

Executive Session ended approximately 12:21 Public Session resumed.

**Mr. Tipton left the Boardroom approximately 11:59*

Mr. Cannon wished Mr. Mach a Merry Christmas and hopes that he is feeling better soon. Mr. Mach said thank you and apologized for not being there. Mr. Cannon stated that he appreciates that Mr. Mach was able to participate by phone.

Closing Public Comments

None

PRESS COMMENTS & QUESTIONS

None

ADJOURNMENT

Mr. Cannon called for a motion to Adjourn. **Mr. Pryor** motioned to Adjourn, seconded by **Mr. Allen**, at 12:23 pm.

ROLL CALL:	Mr. Mach	-	Yes
	Mr. Pryor	-	Yes
	Mr. Allen	-	Yes
	Mr. Cannon	-	Yes

Respectfully submitted by:

Mariann Cliff

Recording Secretary

Approved: December 17, 2018