

**MINUTES OF A SPECIAL MEETING  
MUNICIPAL COUNCIL - TOWNSHIP OF EDISON  
AUGUST 7, 2012**

A Special Meeting of the Municipal Council was held in the Council Chambers of the Municipal Complex on Tuesday, August 7, 2012. The meeting was called to order at 6:02 p.m. by Council President Karabinchak, followed by the Pledge of Allegiance.

Present were Councilmembers Diehl, Karabinchak, Lankey, Lombardi, Mascola, Councilmember Prasad was absent.  
Councilmember Gomez entered meeting at 6:03.

Also present were Acting Township Clerk Russomanno, Assistant to Clerk Kasperski, Township Attorney Kemm, Business Administrator Ruane, Chief Financial Officer Saponaro and Cameraman Cologna.

The Township Clerk advised that adequate Notice of this meeting as required by the Open Public Meetings Act of 1975, has been provided by a Special Notice sent to The Home News Tribune, The Star Ledger and the Sentinel on August 1, 2012, and posted in the Main Lobby of the Municipal Complex on the same date.

Council President Karabinchak opened the meeting for public comment on the Resolutions.

Jane Tousman, 14 Butler Road, asked the cost/fees associated with the Bond Counsel.

Council President Karabinchak answered the maximum is \$75,000.00.

Jane Tousman asked if this is for tax appeals only.

Councilmember Lankey said this is only for the rolling over, not for new bonds.

Ms. Tousman asked if there is a flat fee.

Ms. Ruane answered the fees are based on the bonds issued and a percentage could be close to \$75,000.00

Ms. Tousman asked what the interest rate is.

Ms. Ruane said she believes it is very low. It is under .75%

Ms. Tousman asked how many years this is for.

Ms Ruane said it is for one year.

Ms. Tousman asked if there is an underwriting fee.

Ms. Ruane answered "no".

Hearing no further comments, a motion was made by Councilmember Diehl, seconded by Councilmember Lombardi and duly carried, the public portion was closed.

Councilmember Lankey made a motion to pull R.491-082012 for separate vote.

The following Resolution R.492-082012 was adopted under the Consent Agenda on a motion made by Councilmember Diehl and seconded by Councilmember Gomez.

AYES - Councilmembers Diehl, Gomez, Lankey, Lombardi, Mascola, and Council President Karabinchak

NAYS - None

Councilmember Prasad was absent.

**RESOLUTION R. 492-082012**

***2012 DRIVE SOBER OR GET PULLED OVER Statewide Crackdown  
Grant Approval***

**WHEREAS**, the Division of Police has been approved for grant funding in the amount of \$4,400.00 to provide additional manpower hours to enforce DWI Laws; and

**WHEREAS**, in 2009, there were 583 fatalities from traffic accidents in New Jersey of which 185 were alcohol related; and

**WHEREAS**, this enforcement crackdown will combat violations related to DWI Laws; and

**WHEREAS**, the State of New Jersey, Division of Highway Traffic Safety, has approved several law enforcement agencies throughout the State to participate in the grant; and

**WHEREAS;** the project will involve increased enforcement from August 17, 2012 through September 3, 2012; and

**WHEREAS;** an increase in enforcement will save lives on our roadways;

**THEREFORE,** be it resolved that the Edison Township Council and the Division of Police declares it's acceptance of the grant and supports our participation in the Drive Sober or Get Pulled Over 2012 Statewide Crackdown Grant between August 17, 2012 – September 3, 2012 and pledges to increase awareness of DWI Laws.

**BE IT FURTHER RESOLVED,** that the Business Administrator or designee is hereby authorized to accept the aforesaid grant approval for and on behalf of the Township of Edison.

The following Resolution will be voted upon separately:

**RESOLUTION R.491-082012**

**Explanation:** This Resolution awards a Professional Services Agreement to Matthew D. Jessup, Esq., and McManimon, Scotland & Baumann, LLC, to represent the Township of Edison as Bond Counsel.

**WHEREAS,** the Township is in need of legal services relating to the issuance of bonds, notes and related financing issues; and

**WHEREAS,** Matthew D. Jessup, Esq. and the firm of McManimon, Scotland & Baumann, LLC has extensive experience and an excellent reputation in the area of municipal and public entity finance and serving as bond counsel; and

**WHEREAS,** for these reasons the Township Council recommends and the firm of McManimon, Scotland & Baumann, LLC for the position of Township Bond Counsel; and

**WHEREAS,** the Local Public Agreements Law N.J.S.A. 40A: 11-1 et seq., more specifically N.J.S.A. 40A:11-5, allows for the awarding of a Agreement for "Professional Services" without public advertising for bids; and

**WHEREAS,** prior to the execution of an Agreement, Matthew D. Jessup, Esq., will have completed and submitted a Business Entity Disclosure Certification which certifies that no individual with a 10% interest or larger in McManimon, Scotland & Baumann, LLC, has made any reportable contributions to a political or candidate committee of the Township Council of the Township of Edison in the previous year, and that the Agreement will prohibit an individual with a 10% interest or larger in McManimon, Scotland & Baumann, LLC, from making any reportable contributions through the term of the Agreement, pursuant to N.J.S.A. 19:44A-20.5, et seq; and

**WHEREAS,** this Agreement is not awarded through a "fair and open process" pursuant to N.J.S.A. 19:44A-20.5, et seq.; and

**WHEREAS,** the Purchasing Agent has determined and certified in writing that the value of the acquisition will exceed \$17,500.00; and

**WHEREAS,** compensation for professional services shall be at the rates in the attached Agreement incorporated herein by reference, any professional services not included in the costs of a bond or note issue as provided for in the attached Agreement are not to exceed \$75,000.00 without prior approval; and

**WHEREAS,** the Township Council has determined that it is in the best interest of the Township of Edison to enter into the attached Agreement for professional services with Matthew D. Jessup, Esq. and McManimon, Scotland & Baumann, LLC, to represent the Township as Township Bond Counsel; and

**NOW, THEREFORE, BE IT RESOLVED** by the Township Council of the Township of Edison, County of Middlesex, and State of New Jersey, as follows:

1. The Mayor, Township Clerk, Township Attorney, and other necessary Township Officials are hereby authorized to execute and deliver the attached Agreement for professional services with Matthew D. Jessup, Esq. and McManimon, Scotland & Baumann, LLC, to represent the Township as Township Bond Counsel and all other documents and undertake all actions reasonably necessary to effectuate this Resolution.
2. The Agreement is awarded without competitive bidding as a "professional service" under the provisions of the Local Public Agreements Law, more specifically N.J.S.A. 40A:11-5, because the services in question are of a specialized, technical and professional nature.
3. A certificate showing the availability of funds for the Agreement authorized hereby has been provided by the Chief Finance Officer and is made a part hereof indicating that the appropriation for the within expenditure is charged to the applicable ordinances.
4. No payments in excess of the "not-to-exceed" Agreement amount will be approved, unless such services/expenditures are negotiated and agreed upon in advance of service delivery.

5. Any modification to the Agreement shall be in writing and signed by both parties, and upon obtaining said signatures shall immediately become a part of the Agreement.
6. The Township of Edison may, upon ten (10) days written notice, and without cause, terminate the Agreement.
7. The Agreement shall, for all purposes, be deemed a New Jersey Agreement and any provisions of the Agreement shall be governed and interpreted according to the Laws of the State of New Jersey.
8. The Business Disclosure Entity Certification and the Determination of Value shall be placed on file with this resolution.

**NOW, THEREFORE, BE IT FURTHER RESOLVED** by the Township Council of the Township of Edison that a copy of this Resolution shall be published in the official newspaper within 10 days of its passage, as required by law, and shall be on file and available for public inspection in the office of the Edison Township Municipal Clerk, Edison Township Municipal Building, 100 Municipal Boulevard, Edison, New Jersey 08817.

**CERTIFICATION**

I hereby certify that funds in the amount of **\$75,000.00** are available in Account No. 2-01-20-0155-001-027 and any capital ordinance as directed .

/s/ Janice Saponaro  
Chief Financial Officer

Councilmember Lankey said the Finance Committee met last Thursday to discuss bond counsel. He explained the situation to the members and they reviewed all three bond counsel proposals. All three proposal costs were similar. The Finance Committee researched and found that this bond counsel is number one and two in state. He then proceeded to explain the letter from the Mayor stating that the Council does not have the authority to hire, however, he felt they do have a responsibility to do their due diligence and look at all options. That is why the Finance Committee is recommending to the Mayor that they do what is in the best interest of the Township.

Councilmember Lombardi said he also asked other attorneys for references on this Bond Counsel and he received all positive feedback.

Council President Karabinchak commented that the Council was not privy to the RFP's before the Resolution was put forth at the meeting of July 25<sup>th</sup> and that is why it was pulled. They didn't have an opportunity to do their due diligence and what is best for Edison. We need more bonding this year for tax appeals so we need bond counsel with experience. He said he is disheartened with the Mayor not doing the best for Edison.

A motion was made by Councilmember Diehl, seconded by Councilmember Lankey to adopt this Resolution.

AYES - Councilmembers Diehl, Gomez, Lankey, Lombardi, Mascola, and Council President Karabinchak

NAYS - None

Councilmember Prasad was absent.

**ORAL PEITITIONS AND REMARKS**

Council President Karabinchak opened the meeting for oral petitions and remarks.

Jane Tousman said she received an email from Right to Know that Edison is on the list of municipalities that did not send in their Financial Disclosure statements.

Ms. Ruane, said it is the Clerk's office responsibility to do this and they were due before Ms. Russomanno started.

Ms. Russomanno stated that she received an email in July. She told Ms. Tousman that Ms. Kasperski, Ethics Board Secretary, did forward it again via email.

Ms. Kasperski also reiterated to Ms. Tousman that it was sent.

Jane Tousman recalled in the past having to go to the Local Finance Board for bonding.

Ms. Ruane stated this does not apply to rollovers.

Hearing no further comments from the public Councilmember Diehl made a motion to close the public hearing, which was seconded by Councilmember Lombardi and duly carried.

Having no further business to discuss, on a motion made by Councilmember Diehl, seconded by Councilmember Lombardi, the meeting was adjourned at 6:17 p.m.

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Robert Karabinchak  
Council President

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Cheryl Russomanno  
Acting Municipal Clerk