

February 1, 2022

This teleconference meeting was called to order at 6:00 PM by Chairman Vogel.

Pledge of Allegiance/Salute to the Flag

The Open Public Meetings Act was read. Included in this statement was that this meeting was posted on the Authority website, the Authority bulletin board and a copy sent to Town Hall.

Roll Call:	Fred Vogel	Chairman
	Jorge Cardenas	Vice-Chairman
	Ray Spellmeyer	Secretary
	Domenic Manderano	Treasurer
	Tim Stamm	Board Member

Also Present: Brian Bigler, Executive Director; John Napolitano, Counsel; W. Katchen, accountant. G. Beckmeyer, for Beckmeyer Engineering; Mary Baumann; Court Reporter.

A motion was made by Vogel; second by Cardenas, to approve the minutes of the January 11, 2022, meeting of the Authority. Minutes approved as presented 5-0-0.

At this time, the Executive Director turned over the meeting to Authority Counsel for nominations of officers for the 2022 year. Nominations are Chairman: Vogel; Vice Chairman: Cardenas; Secretary: Spellmeyer; Treasurer: Manderano; Assistant Secretary: Stamm.

The slate was approved on a motion by Spellmeyer, second by Cardenas. All in favor: 5-0-0.

Board Member Stamm left the meeting due to an emergency.

At this time, Authority Counsel called on Authority Accountant William Katchen to present the calculations and for the Connection and User Fees for 2022.

SEE STENOGRAPHER'S MINUTES

The Consent Agenda was moved on a motion by Spellmeyer, second by Cardenas and is as follows:

**RESOLUTION 2022-02-01A
REGARDING PROFESSIONAL ORGANIZATIONS**

WHEREAS, the SECAUCUS MUNICIPAL UTILITIES AUTHORITY (hereinafter “Authority”) is a public body, duly formed under the Municipal and County Utilities Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the Authority has previously participated in educational seminars and programs offered under the auspices of such professional organizations as the Association of Environmental Authorities; the New Jersey Water Environmental Association; the Water Environment Federation; the New Jersey Utility Authorities Joint Insurance Fund; etc.; and

WHEREAS, the taxpayers of Secaucus have benefited by the Authority’s participation in such professional programs by way of reduced insurance rates; enhanced safety programs resulting in reductions in lost time accidents; stricter regulatory compliance resulting in reduced permit fees; joint water quality studies reducing the Authority’s cost for the same to a small fraction of what they would otherwise would have been, etc.

NOW, THEREFORE, BE IT RESOLVED, that the Authority is authorized to continue its participation in the Association of Environmental Authorities, the New Jersey Water Environmental Association, the Harbor Discharge Group; the New Jersey Utilities Authorities Joint Insurance Fund; and similar such professional organizations which reduce costs to Secaucus taxpayers by way of various shared services, educational programs and peer review.

BE IT FURTHER RESOLVED, that the Authority hereby authorizes and encourages the participation of its Commissioners, staff and employees in appropriate programs offered by such organizations.

**RESOLUTION 2021-02-01B
REGARDING OFFICIAL NEWSPAPERS**

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body duly formed under the Municipal and County Utilities Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, N.J.S.A. 10:4-8 requires that the Authority designate a newspaper to receive public notices that has the greatest likelihood of informing the public within the Authority’s service area of meetings.

NOW, THEREFORE, BE IT RESOLVED, that the Authority designates the Jersey Journal as its official newspaper to receive public notices and The Star Ledger as secondary.

**RESOLUTION 2022-02-01C
REGARDING INDEMNIFICATION OF AUTHORITY MEMBERS AND EMPLOYEES**

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body, duly formed under the Sewerage Authorities Laws, constituting Chapter 138 of the Laws of New Jersey of 1946, as amended (Chapter 14A of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the affairs of the Authority may, from time to time, result in litigation by or against the Authority; and

WHEREAS, parties opposing the Authority in litigation may file claims as part of the litigation against past, present or future members of the Authority and/or employees of the Authority having managerial responsibilities; and

WHEREAS, the potential for such claims may discourage qualified, civic-minded persons from serving as a member of the Authority or from accepting employment from the Authority in any capacity involving managerial responsibility; and

WHEREAS, it is in the best interest of the Authority to encourage qualified, civic-minded persons to accept or continue membership on the Authority and to accept employment from the Authority in capacities involving managerial responsibilities without fear of risk from claims regarding their good-faith performance of the duties of a member of the Authority or their good faith performance as such employees of the Authority; and

NOW, THEREFORE, BE IT RESOLVED by the Authority that the indemnification and defense of its past, present and future members and/or employees having managerial responsibilities shall be provided in accordance with the following terms and provisions:

The Authority shall defend and indemnify any past, present or future member of the Authority and/or past, present or future employees having managerial responsibilities (hereinafter jointly and severally referred to as the “Official”) for claims arising from an act or omission of such Official within the scope of the performance of such individual’s duties as an Authority member or employee. Except as may be hereinafter provided, the defense and indemnification shall be with respect to all civil actions and with respect to all regulatory and administrative proceedings regardless of the nature of the regulatory or administrative proceeding. The defense and indemnification shall not encompass any criminal actions brought by or on behalf of the State of New Jersey or the United States of America. An Official shall not be entitled to a defense or indemnification from the Authority unless:

(a) Promptly and in no event later than fifteen calendar days after the time the Official is served with the summons, complaint, process, notice or pleading, the Official delivers the original or an exact copy to the Authority and requests that the Authority provide the defense, unless counsel for the Authority has already accepted service on behalf of the Official.

(b) The Official cooperates in the preparation and presentation of the defense with the legal counsel approved or selected by the Authority to defend the case. In determining whether to approve counsel, the Authority shall consider such factors as may be relevant, including but not limited to the need for the use of counsel other than the Authority’s general or special counsel, the extent to which counsel may duplicate work of or need to obtain knowledge already possessed by other counsel, and the fees and rates of counsel.

(c) The Official agrees that the Authority and its counsel shall have the exclusive control over the handling of the action, including but not limited to decisions regarding tactics, strategy, settlement, appeal and the timing thereof. The Official may, however, appeal any adverse determination against him or her with the prosecution of any such appeal and the costs and fees thereof to be borne at

that time by such Official unless the Authority agrees at that time to provide for such appeal; provided, however, that the costs and fees of any such appeal if the appeal is successful will be finally borne by the Authority or the official as may be determined by the court at the conclusion of the action if the parties fail to agree among themselves with respect thereto.

The foregoing right of indemnification shall not be exclusive of any other rights to which any such Official may be entitled as a matter of law or which may be lawfully granted to such Official; and the right to indemnification hereby granted by this Authority shall be in addition to and not in restriction or limitation of any other privilege or power which this Authority may lawfully exercise with respect to the indemnification or reimbursement of an Authority member and/or employee; except that in no event shall an Authority member and/or employee receive compensation in excess of the full amount of a claim.

Defense of any Official in an action, suit or proceeding shall be furnished by this Authority through its counsel or such other counsel as approved by the Authority in advance of final determination of such action, suit or proceeding as authorized by the governing body of this Authority in a specific case and shall include the prosecution of appeals upon the terms and provisions set forth herein.

Outside the scope of coverage of this Indemnification provision is conduct resulting in the payment by the Authority of punitive damages or exemplary damages or damages arising from the commission of a criminal offense by such an individual, as well as when the act or omission which caused the damages was the result of actual fraud, actual malice, willful misconduct or an intention wrong of such individual, or in the event of a claim against such an individual by the Authority. In the event that the claim asserted against the Official is one which is for or may relate to any conduct which may fall outside the scope of coverage under this Indemnification provision, the defense of the Official shall be furnished only upon receipt of a written agreement by or on behalf of such Official, as approved by legal counsel to the Authority, to repay such amount in the event of an ultimate determination that the conduct of the Official was such as to fall outside the scope of coverage under this Indemnification provision. The Authority may, in its sole discretion, require the Official to furnish suitable security for the agreement of the Official to repay such amount. The initial decision as to whether the conduct in question may fall outside the scope of coverage of this Indemnification provision shall be made by the Authority in consultation with its legal counsel. The final decision as to whether the conduct in question falls within the scope of coverage of this Indemnification provision shall be made by judicial determination only after the final conclusion of all actions, proceedings and appeals and only if the Authority and the affected Official fail to agree with respect thereto.

In the event of a conflict of interest between the Authority and the Official to be defended which precludes the defense of the Official by the counsel representing the Authority as determined by the Authority in consultation with its counsel, the counsel representing the Authority shall not represent the Official and separate counsel approved by the Authority shall be retained for the Official.

Date: February 1, 2022

RESOLUTION 2022-02-01D
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
Hudson County, New Jersey

**Resolution Authorizing the Authority to Continue as a Member of the North Jersey
Wastewater Cooperative Pricing System**

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body, duly formed under the Municipal and County Utilities Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the Authority desires to become a member of the North Jersey Wastewater Cooperative Pricing System (“NJWCPS”), effective for the period of February 2, 2021 through to the February 2022 reorganization meeting and, each renewal, thereafter of the system, unless Authority elects to formally withdraw from the system.

NOW THEREFORE BE IT RESOLVED by the members of the board of the Secaucus Municipal Utilities Authority that the Executive Director is hereby authorized and empowered to take whatever action is necessary and execute any documents that may be required, on behalf of the Authority, after consultation with legal counsel, to effectuate the purposes of this Resolution.

RESOLUTION 2022-02-01E

**DESIGNATING BRIAN BIGLER AUTHORIZED REPRESENTATIVE OF THE
AUTHORITY**

WHEREAS, the SECAUCUS MUNICIPAL UTILITIES AUTHORITY (hereinafter “Authority”) is a public body, duly formed under the Municipal and County Utilities Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the Authority recognizes the need to designate an authorized representative of the Authority to approve and certify various documents which pertain to the execution of ordinary Authority business, such as the approval of permits and applications to the NJDEP, the transfer of Authority funds and the execution of contractors approved by the resolution of the Board, and the direction of work performed by the various firms doing business with the Authority.

NOW, THEREFORE BE IT RESOLVED that BRIAN BIGLER, Executive Director, is designated as the authorized representative of the Authority for the purposes herein stated.

**RESOLUTION 2022-02-01F
REGARDING NJUA-JIF FUND COMMISSIONER**

WHEREAS, the Secaucus Municipal Utilities Authority is a member of the New Jersey Utility Authorities Joint Insurance Fund (“The Fund”); and

WHEREAS, by virtue of the conditions of membership contained in the by-laws of The Fund, the Secaucus Municipal Utilities Authority must appoint a Fund Commissioner.

NOW, THEREFORE, BE IT RESOLVED by the Secaucus Municipal Utilities Authority as follows:

- 1) That Brian Bigler is hereby appointed as Fund Commissioner, for the period of February 1, 2022 through to the February 2023 reorganization meeting.

RESOLUTION 2022-02-01G
REGARDING APPOINTMENT OF PACO OFFICER

WHEREAS, the Commissioners of the Secaucus Municipal Utilities Authority wants to appoint a Public Agency Compliance Officer as required by the Department of Treasury, Affirmative Action Office.

NOW, THEREFORE, BE IT RESOLVED, that Laurie Purcell is hereby appointed the Public Agency Compliance Officer for the SMUA with regard to Affirmative Action matters to begin February 1, 2022 until the next reorganization meeting in February 2023.

BE IT FURTHER RESOLVED, that a copy of this resolution designating the appointee be sent to the Affirmative Action Office of the Department of Treasury.

RESOLUTION 2022-02-01H
REGARDING NJUA-JIF SAFETY DELEGATE

WHEREAS, the Secaucus Municipal Utilities Authority is a member of the New Jersey Utility Authorities Joint Insurance Fund (“The Fund”); and

WHEREAS, by virtue of the conditions of membership contained in the by-laws of The Fund, the Secaucus Municipal Utilities Authority must appoint a Safety Delegate to work with the Fund’s Safety Services.

NOW, THEREFORE, BE IT RESOLVED by the Secaucus Municipal Utilities Authority as follows:

- 1) That Joseph Marchese is hereby appointed as the Authority’s Safety Delegate, for the period of February 1, 2022 through to the February 2023 reorganization meeting.
- 2) That Brian Bigler is hereby appointed as Alternate.

RESOLUTION 2022-02-01I

REGARDING OFFICIAL DEPOSITORIES

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body duly formed under the Municipal and County Utilities Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the Authority is required by law to designate those New Jersey institutions which will be depositories of its funds for the ensuing year.

NOW, THEREFORE, BE IT RESOLVED, that the Authority designate US Bank and TD Bank of New Jersey as its official depositories, and Executive Director, Brian Bigler to act as agent for the Authority;

BE IT FURTHER RESOLVED, that the Authority designates the following signatories with respect to accounts of such depositories:

- 1: US Bank:
2. TD Bank

RESOLUTION 2022-02-01J
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
Hudson County, New Jersey

RESOLUTION AUTHORIZING AN ENERGY AGENT CONTRACT WITH GABEL ASSOCIATES, INC., AND AUTHORIZING THE EXECUTIVE DIRECTOR IN HIS ABSENCE THE AUTHORITY COUNSEL TO AWARD A CONTRACT AND/OR REJECT BIDS IN RESPONSE TO THE REQUEST FOR BIDS FOR ELECTRIC GENERATION SERVICE ISSUED ON BEHALF OF THE NEW JERSEY SEWERAGE AND MUNICIPAL UTILITY AUTHORITY ELECTRICAL SUPPLY AGGREGATION

WHEREAS, the Secaucus Municipal Utilities Authority (“Authority”) has participated in the formation and implementation of the New Jersey Sewerage and Municipal Utility Authority Electrical Supply Aggregation (“NJSMUAESA”), which is a consortium of New Jersey Sewerage and Municipal Utility Authorities formed for the purpose of soliciting and securing bids on an aggregated basis for electric generation service from licensed electric power suppliers pursuant to the provisions of the “Electric Discount and Energy Competition Act” (P.L. 1999, c.23, N.J.S.A. 48:3-49 *et. seq.*, “the Act”), and thereby and thereby enjoying the benefits of joint purchasing and bulk power purchasing discounts; and

WHEREAS the existing electric power supply contract(s) for the Authority’s electric accounts, awarded and entered as a result of a bid conducted by the NJSMUAESA in December 2019, will expire upon the meter read dates in May 2022 for each Authority electric account; and

WHEREAS, the Authority desires to continue its purchase of electric generation service for its electric accounts as a participant in the NJSMUAESA to derive the benefits of bulk purchasing discounts; and

WHEREAS the NJSMUAESA intends to issue a Request for Bids (“RFB”) on or about February 8, 2022, for the purpose of seeking bids for electric generation service from licensed electric power suppliers to replace the current supply contract(s) scheduled to expire in May 2022; and

WHEREAS, as a participant in the NJSMUAESA the Authority requires the services of an “Energy Agent,” as defined in the “Electric Discount and Energy Competition Act,” to administer the bid process and arrange for the sale of retail electric generation service by a licensed retail electric power supplier to the Authority; and

WHEREAS, the Energy Agent shall provide the Authority with services, including but not limited to, analyzing the Authority’s energy needs, quantifying the Authority’s load profile, developing an energy plan for the Authority, preparing bid specifications and, upon approval of the bid specifications, bidding a contract for the supply of electric generation service to the Authority; and

WHEREAS, the Energy Agent shall not receive and monetary compensation directly from the Authority for the services to be provided; and

WHEREAS, the Authority and the Energy Agent agree that the electricity supply contract(s) (“ESC”) between the Authority and the awarded supplier(s) shall provide that the awarded supplier pay the Energy Agent a monthly administrative fee for each account served at a rate of \$.0005 per kilowatt-hour for all months of the ESC; and

WHEREAS, Gabel Associates, Inc., with a principal place of business located at 417 Denison Street, Highland Park, New Jersey 08904, is a duly registered Energy Agent pursuant to the Act; and

RE

WHEREAS, the Authority is desirous of authorizing the award of a contract to Gabel Associates, Inc. to serve as Energy Agent in connection with the bid for electric generation service through the NJSMUAESA, as an extraordinary, unspecifiable service without competitive bidding pursuant to N.J.S.A. 40A:11.1 *et. seq.*; and

WHEREAS it is the NJSMUAESA's intent to receive bid price submittals on or about March 8, 2022 in response to the RFB to be issued on or about February 8, 2022; and

WHEREAS, due to the fact that the electricity market is highly volatile and bid prices will not be guaranteed past 3:00 p.m. on the day that bids are accepted, the award or rejection of bid(s) must be made on the Authority's behalf by its designated representative by no later than 3:00 p.m. on bid day;

NOW, THEREFORE, BE IT RESOLVED that the "Authority" is hereby authorized to participate with the NJSMUAESA for the purpose of securing bids for electric generation service from licensed electric power suppliers for a contract to replace the existing electricity supply contract(s) expiring in May 2022, pursuant to the "Electric Discount and Energy Competition Act" (P.L. 1999, c.23, N.J.S.A. 48:3-49 *et. seq.*, "the Act"), Local Public Contracts Law, N.J.S.A. 40A:11-1 *et. seq.*, and applicable regulations.

BE IT FURTHER RESOLVED that the Authority hereby approves the retention of Gabel Associates, Inc. as the Authority's Energy Agent in connection with the procurement of electricity supply for the Authority's electric accounts.

BE IT FURTHER RESOLVED that the Executive Director is hereby authorized and directed to execute any documents reasonably required to effectuate the retention of Gabel Associates, Inc. as the Authority's Energy Agent.

BE IT FURTHER RESOLVED that the Authority's Executive Director, or in his absence the Authority Coubsel, is hereby authorized to act in his sole discretion as the Authority's designated representative to award a contract for the applicable Bid Group(s) to the low, qualified bidder for the contract term and pricing product deemed most beneficial to the Authority, by executing an Award Letter on the day of bid receipt and subsequently executing the Model Supply Contract, or reject an electricity bid, in conjunction with the NJSMUAESA Request for Bids to be issued on or about March 8, 2022. Such authorization to award a contract to the low bidder as the Authority's designated representative is subject to the low bid being equal to or less than the Trigger Price(s) to be established for the applicable Bid Group(s) containing the Authority's accounts prior to the data of receipt of bids by the NJSMUAESA, under the advisement of the Energy Agent.

BE IT FURTHER RESOLVED that, notwithstanding the foregoing, the Authority's Executive Director or in his absence the Authority Counsel, may reject any bid, including, if necessary, all bids (and not award a contract), and if desirable, to authorize the NJSMUAESA to rebid the contract, provided that such rejection is in accordance with the provisions of the Local Public Contracts Law, N.J.S.A. 40A:11-1 *et. seq.*

RESOLUTION 2022-02-01K
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
Hudson County, New Jersey

**Resolution Awarding and Authorizing Execution of Professional Services
Contract for Instrumentation Engineering and SCADA Services and Support**

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body, duly formed under the Municipal and County Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, the Authority requires support to troubleshoot and remedy problems with its SCADA system and additional instrumentation engineering services and support; and

WHEREAS, the Authority received a proposal from Engineered Solutions Corporation (“EnSoCorp”) dated January 24, 2022 for such professional services (the “Proposal”); and

WHEREAS, the Authority wishes to award the professional services contract to EnSoCorp, based on the Proposal, in an amount not to exceed \$60,000.00; and

WHEREAS, the Authority certifies the availability of funds to cover the maximum dollar value of the pending contract as set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Secaucus Municipal Utilities Authority that:

1. The aforesaid recitals are incorporated herein as though fully set forth at length.
2. The proposal of Engineered Solutions Corporation, P.O. Box 5110, Wayne, New Jersey 07474, for professional services for instrumentation engineering and SCADA services and support is hereby awarded.
3. The Authority’s Executive Director, Authority Attorney or any other official, officer or employee of the Authority be and they are hereby authorized to execute any and all documents and to take any and all actions necessary to complete and realize the intent and purpose of this Resolution.
4. The Clerk be and hereby is authorized and directed to publish a notice of this contract pursuant to the Local Public Contracts Law.

RESOLUTION 2022-02-01L
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
Hudson County, New Jersey

Resolution amending Resolution 2022-1b for Salary Increases

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a public body, duly formed under the Municipal and County Authority Law, constituting Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein; and

WHEREAS, by Resolution the Authority afforded certain employees retroactive pay for 2021 and salary increases for 2022; and

WHEREAS, there was an error in the calculation of the retroactive pay and salary increases for Laurie Purcell and Joseph Schoendorf; and

WHEREAS, the Authority wishes to amend resolution from December 2021 to correct the calculation errors for Laurie Purcell and Joseph Schoendorf.

NOW, THEREFORE, BE IT RESOLVED the Secaucus Municipal Utilities Authority hereby amends Resolution 2022-1b and ratifies the following salary adjustments effective January 1, 2022:

Employee	2021 Retroactive Salary	2022 Salary
Laurie Purcell	\$52,321	\$54,321
Joseph Schoendorf	\$70,710	\$72,832

RESOLUTION 2022-02-01M
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
Hudson County, New Jersey

**RESOLUTION RATIFYING THE MEMORANDUM OF AGREEMENT BETWEEN
THE SECAUCUS MUNICIPAL UTILITIES AUTHORITY AND THE TEAMSTERS
LOCAL NO. 11.**

WHEREAS, the collective negotiations agreement between the Secaucus Municipal Utilities Authority (hereinafter referred to as “the MUA”) and the Teamsters Local No. 11 (hereinafter referred to as “Union”) expired on December 31, 2020; and

WHEREAS, the MUA and the Union have been negotiating the terms to a successor collective negotiations agreement; and

WHEREAS, the MUA and the Union have negotiated and agreed upon the terms to a successor collective negotiations agreement set forth in the Memorandum of Agreement executed on January 13, 2022 by the Union attached hereto as Exhibit A; and

WHEREAS, the Memorandum of Agreement executed on January 13, 2022 has been ratified by the members of the Union; and

WHEREAS, the MUA is desirous of approving the agreed upon terms to the successor collective negotiations agreement set forth in the Memorandum of Agreement attached hereto as Exhibit A and executing same; and

NOW THEREFORE BE IT RESOLVED, by the Members of the Secaucus Municipal Utilities Authority, County of Hudson, State of New Jersey hereby approve the Memorandum of Agreement executed by the Union on January 13, 2022 between the Secaucus Municipal Utilities Authority and Teamsters Local No. 11 for the period from January 1, 2021 through January 1, 2025.

RESOLUTION 2022-02-01N (a)
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
HUDSON COUNTY N.J.

**Resolution Determining User Charge Formula
For Properties Exempt from ad valorem Taxes
And User Charge to be in effect for 2022**

WHEREAS, the Secaucus Municipal Utilities Authority (the “SMUA”), a public body corporate and politic and a political subdivision of the State of New Jersey existing under and by virtue of the Municipal Utilities authorities Law, N.J.S.A. 40:14B-1, et seq., is the owner and operator of the wastewater treatment facilities for the Town of Secaucus (the “Town”); and

WHEREAS, pursuant to the Service Contract between the SMUA and the Town, dated as of March 1, 1979, as amended and supplemented (the “Service Contract”), the SMUA may charge and collect Service Charges for the connection to and use of said sewage treatment system, where required or pursuant to law, and the same, to the extent collected, shall be a credit against the Annual Service Charges otherwise payable by the Town to the SMUA under the Service Contract; and

WHEREAS, to pay the Annual service Charges to the SMUA required by the Service Contract, the Town has applied revenues from ad valorem taxes on property in the Town to said purposes; and

WHEREAS, Town officials have requested that the SMUA continue to refrain from assessing direct user charges for the use of its system, except with respect to properties exempt from ad valorem

taxes, so that said properties shall bear a fair share of the cost of the use of said system, in accordance with applicable law and regulations; and

WHEREAS, applicable regulations of the United States Environmental Protection Agency require that, where user charges for sewage treatment system built in whole or in part with Federal funds are derived through imposition of ad valorem taxes, provision be made for imposing similarly calculated charges for the use of said system on properties exempt from such taxes; and

WHEREAS, N.J.S.A. 40:14B-22 and 40:14B-23 provide that the imposition of user charges or connection charges by an authority shall be the subject of public notice and a public hearing; and

WHEREAS, the SMUA desires to implement the statutory procedure for imposition of user charges to properties exempt from ad valorem property taxes, both as to implementation of a general formula and specifically for such use during 2022.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE SECAUCUS MUNICIPAL UTILITIES AUTHORITY, as follows:

1. There is hereby imposed a User Charge for the use of the sewage treatment system of the SMUA by any property which is exempt from ad valorem property taxes, in whole or in part, which User Charge shall be computed by drawing from the annual audited financial statements of the SMUA for the preceding year the total amount expended or set aside by the SMUA in said year for the following purposes, being the basis for computation of Annual Service Charges pursuant to the Service Contract:

“(a) operating, maintenance and administrative expenses of the Authority.

(b) Debt service requirements on ...any obligations of the Authority (whether bonds, bond anticipation bonds, or notes)...

(c) Other payments of amounts (including amounts necessary to meet the Authority’s rate covenant contained in Section 6.01 of the Trust Agreement and amounts required to be paid by the Authority to any bond issuer, or issuer of a surety bond to secure a Debt Service Reserve Fund) required by the terms of any bond resolution adopted by the Authority pursuant to resolution adopted by the Authority under which any of the obligations described in part (b)...are issued, provided, however, that no more than 1/5 of the amount due to any reserve fund established under the Trust Reserve Fund and amounts required to be insured, or issuer of a surety bond to secure a Debt Service Reserve Fund, shall be included in the Annual Service Charge in each year.” And by dividing said amount, by the total amount of treated sewage flow to the sewage treatment facility for the preceding year, determined and certified in writing by the Consulting Engineer to the SMUA and expressed in “Billing Units” as hereinafter defined.

2. The resulting charge per Billing Unit shall be multiplied by the total water consumption for each property. Said charges shall be estimated and billed to the property owner by the SMUA annually, and may be adjusted annually at the option of the property owner or of the SMUA, based on relevant and cogent proof of actual water consumption.

3. The SMUA may require relevant and cogent proof of water consumption by submission of water bills, and in the absence of submission of same may charge and collect such charges as it may deem reasonable, based on the flow determined in accordance with Table A (attached), whichever shall produce the greater charge.

4. The user charge for 2022 for properties exempt for ad valorem taxes, or paying reduced amounts of such taxes by reason of the abatement thereof, shall be as follows:

- Operating maintenance and administration
Expense 2020
- Debt Service and payments to the Reserve for
Repair and Replacement Fund for 2020
- Total flow in units of 100 cubic feet
- User charge per 100 cubic feet of water consumption

5. The user charge shall be revised annually, as soon as may be practicable after the necessary figures are made available by the auditors and engineers to the Authority.

SMUA
USER FEE CALCULATION
December 31, 2020

Operating maintenance, administration And capital additions expenses, 2020	\$3,865,906
Debt Service and payments to Reserve for Repair and Replacement, 2020	<u>118,584</u>
	3,984,490
Total flow in units of 100 Cu. Ft.,2020	<u>1,207,150</u>
User Fee	<u>\$ 3.30</u>

RESOLUTION 2022-02-01N (b)
SECAUCUS MUNICIPAL UTILITIES AUTHORITY
HUDSON COUNTY, N.J.

Resolution Determining Connection Charges
For Connections Made or to be Made in 2022

WHEREAS, the Secaucus Municipal Utilities Authority (the “SMUA”), a public body corporate and politic and a political subdivision of the State of New Jersey existing under and by virtue of the Municipal Utilities Authority’s Law, N.J.S.A.40:14B-1, et seq., is the owner and operator of sewage treatment facilities for the Town of Secaucus (the “Town”); and

WHEREAS, Chapters 118 and 526 of the New Jersey Laws of 1985, amending and supplementing the Municipal Utilities Authorities Law, and in particular N.J.S.A 40:14B-22 and 23 (hereinafter referred to as “Chapters 118 and 526”), sets forth a basis for computation of a charge for connection to a sewage treatment system so that said charges may represent a fair payment towards the cost of said system; and

WHEREAS, N.J.S.A. 40:14B-22 and 40:14B-23 provide that the imposition of user charges and/or connection charges by an authority shall be the subject of public notice and a public hearing; and

WHEREAS, a proper statutory notice given on December 18, 2002 under hand of Brian Bigler, Executive Director of the Secaucus Municipal Utilities Authority, pursuant to which

notice the Secaucus Municipal Utilities Authority is holding the instant public hearing to consider relevant testimony to be presented and to be made a part of the record thereof; and

WHEREAS, the Secaucus Municipal Utilities Authority intends to utilize the Connection Fee Formula and the “Gallons per unit” Table used on previous years to determine a Connection Charge based on historical data from 1996 and earlier, said Formula and Table to be as set forth in and attached to this Resolution, in accordance with Chapter 526; and

WHEREAS, the Secaucus Municipal Utilities Authority desires to set the specific connection charge per Equivalent Residential Unit for connection made or to be made in the calendar year 2022.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE SECAUCUS MUNICIPAL UTILITIES AUTHORITY, as follows:

1. Subject to Secaucus Municipal Utilities Authority’s response to relevant testimony presented at the instant meeting, the connection charge per Equivalent Residential Unit (ERU) for connection to the sewage treatment system of the Secaucus Municipal Utilities Authority made and to be made during the calendar year 2022 is hereby set at \$10,498.00 per ERU.

2. The basis for computation of said charge is set forth on the attached Formula, “Gallons per Unit” table, related Calculation Sheet.

3. This Resolution shall take effect immediately.

SECAUCUS MUNICIPAL UTILITIES AUTHORITY
ANNUAL CALCULATION OF CONNECTION CHARGE
DECEMBERS 31, 2020

Property, Plant & Equipment, December 31, 2020	60,024,079	
Prior Years’ Adjustments	-5,347,251	
Net Property Plant & Equipment		54,676,828
Prior Years’ Adjustments		
Bond Discounts & Funds	1,775,098	
Prior Years’ Debt Issued	-42,305,251	
2020 NJEIT A/R	-	

		-42,305,251
Prior Years' Grants Received	-10,030,624	
Latest Year's Grants Received	-	
		<u>-10,030,624</u>
Total SMUA Net Investment		4,116,051
Cumulative Debt Service, 12/31/2019		82,059,171
Debt Service, December 31, 2020		<u>102,834</u>
Total Cumulative Debt Service		82,162,005
Total Recoverable Costs		86,278,056
Equivalent Residential Units (ERU's):		
Average Flow per Authority Engineer, 12/31/2020	2,465,525	
Divided by Flow per ERU	<u>300</u>	
		<u>8,218</u>
Connection Charge per ERU (R/U)		<u><u>\$10,498</u></u>

Mr. Katchen gave a brief summary of the 2022 budget. And the following resolution was approved on a motion by Vogel; second by Spellmeyer:

Approved by roll call vote: Spellmeyer, Aye; Manderano, Aye; Cardenas, Aye; Vogel, Aye.

4-0-0.

The Consent Agenda was approved as presented by roll call vote. Manderano: Aye; Spellmeyer: Aye; Cardenas: Aye; Vogel: Aye. Motion carries 4-0-0

The Voucher list was moved on a motion by Manderano, second by Vogel. Voucher list approved on a roll call vote: Manderano: Aye; Cardenas: Aye; Spellmeyer: Aye; Vogel: Aye. Approved: 4-0-0. Total \$224,138.53.

Old Business: None

New Business: None

Legal: No Report

Report of the Executive Director January 2022 {submitted January 26, 2022}

Due to the COVID-19 virus crisis, while restrictions have been relaxed staff is being diligent in maintaining a safe work site. All non-vaccinated personnel are now required to wear a face covering while at SMUA facilities or vehicles.

- We continue to monitor the sewers in low lying areas for cleaning & inspection. There were several CCTV jobs performed for the DPW regarding storm sewers. While staff will perform any assistance, these tasks are cutting into our routine maintenance plan for the sanitary collection system. Continued working with DPW in an effort to locate possible sanitary lines connected into storm sewers.
- SCADA: work has progressed. There are still some minor issues regarding this contract, specifically training. We met to hash out any outstanding items.
- Received an application for a proposed hotel at 655 Plaza Drive. This is currently under review. Nothing further to report.
- At this time the Authority has determined that a \$25,000 expenditure would not be in the best interests of the SMUA to run a "home-run" direct line from the Rec Center to the plant.
- Rapid Pump and Meter: work has commenced on primary clarifiers #1 & 2 rehabilitation.
- Sent letter to NJDEP regarding the use of peracetic acid instead of sodium hypochlorite/sodium bisulfite. After discussion with other facilities, we may wait until we receive the new NJPDES permit from NJDEP regarding chlorine residual requirements. This is still under review and we are awaiting the new five year permit cycle.
- Obtained and awarded a proposal for a new roof on the main control building. Waiting start-up. Contractor has indicated that they will need a temperature of 40 degrees before they can proceed. Looking at late February, early March.
- We have received an executed memorandum of agreement with the union. Ratification set to occur at the February meeting.
- Looking to install new ductwork for the emergency generator.

OPERATIONS REPORT –January 2022
Submitted January 25, 2022

KOELLE BOULEVARD FACILITY

- 1) The estimated average daily flow for the month was 2.7807MGD. The estimated total flow for the month was 68.98153MG.
- 2) Routine maintenance and grounds keeping were performed.
- 3) Maintenance performed on pumps in PS#1.
- 4) Rapid Pumping is demoing primary 1 and 2.

PUMP STATION # 1 Village Place

- 1) The estimated average daily flow was 46.921 MGD.
- 2) All pumps cleaned and maintained on a regular basis.
- 3) Routine maintenance and grounds keeping were performed.

PUMP STATION # 2 Paterson Plank Road and Turnpike Exit

- 1) The estimated average daily flow was 7500 gallons per day.
- 2) Routine maintenance and grounds keeping were performed.

PUMP STATION # 3 Henry Street

- 1) The estimated average daily flow was 78.088 gallons per day.
- 2) Routine maintenance and grounds keeping were performed.
- 3) Pump No. 2 OOS due to bad EFF valve. Waiting on hardware, new valve is onsite.

PUMP STATION # 4 New County Road and Seaview Drive

- 1) Routine maintenance was performed.
- 2) Station checked daily.

PUMP STATION: Wilroy – Secaucus Road

- 1) This station is not in service.

PUMP STATION # 5 Castle Road

- 1) Routine Maintenance and grounds keeping were performed.
- 2) Average daily flow: 22453 gpd

PUMP STATION #7 - Exchange Junction

- 1) _Routine Maintenance and grounds keeping were performed

Respectfully submitted.

Joseph Marchese, Plant Manager

COLLECTION SYSTEM:

- 1) Feet jetted: 2134 feet jetted
- 2) DPW 2 men 2 hours total 4 hours

CCTV:

212Sanitary Mainline

Storm Drain117 Feet for DPW

DPW 2 men 3hours total 6 hours

Respectfully Submitted,

Anthony Smentkowski, Maintenance Foreman, CCTV Operator.

**SECAUCUS MUNICIPAL UTILITIES AUTHORITY
ENGINEERS REPORT FOR THE MONTH OF JANUARY 2022**

The following is a list of the main activities as provided by this office to the Authority for the above-mentioned month:

- SCADA. (abridged) The project has been awarded to Keystone Engineering Group. Keystone is completing their panel fabrication and performing their shop testing. Work is continuing on a limited basis due to the shut down and lack of available workers for the contractor. Construction has been on hold due to the COVID-19 situations. Work at the Pump Stations is mostly complete. Once this is complete, the Pump Stations will be tied into the main system at the Treatment Plant. Keystone completed all installations, waiting on start-up. Keystone was onsite to continue setup. Sent email to keystone on status of project. Sent certified letter to Keystone. Received initial response. Reviewing with Chuck Cuyulis for remaining punch list items. Had meeting with Keystone Representatives to discuss punch list. Keystone has started addressing the punch list.

- Received and started a review on a pump station flow meter report for the Exchange Place Pump Station (abridged). This report is supposed to analyze the existing flows of the pump station and the amount of unused capacity with regards to the remaining build out of the project. Analyzing data. Submitted new pump data and force main drawings to engineer to re-analyze flow and pump data. We calculated flows for all additional housing units compared to the amount of flow as reported on the NJDEP TWA. Additional questions on the housing unit quantities are being confirmed. It now appears the NJSEA has received a zoning application for a 24-story residential structure. Spoke with Secaucus Plumbing Official concerning the addition of a 25-story housing unit. It appears major revisions will be required within the SMUA Sanitary Sewer System. The SMUA received a zoning approval for this project. Information was submitted to the SMUA concerning existing and proposed units. Exchange Engineer submitted letter on Pump Station capacity and new proposed units. Analyzing proposed flows for proposed high rise to flows submitted on the TWA to NJDEP. Also analyzing future flows beyond the proposed high rise for probably pump/force-main upgrades at the Exchange Place Pump Station and down-stream at the Seaview Avenue Pump Station and the North End Pump Stations.
- Plans and a connection application has been submitted for a new building at the old Daffy's site in North Bergen. Even though this site is in North Bergen, the Sanitary Sewer is service within the SMUA system. A thorough review will be required since this flow is connected to the SMUA system through the Turnpike Pump Station. The Pump Station and Force Main will need to be analyzed for Capacity. Requesting and reviewing submitted materials from project engineer. Started preparing the Engineer's Report. Engineer's Report submitted. Review TWA submitted by applicant's engineer, made comments and are awaiting a response or a revised TWA. A revised submittal has been submitted, the SMUA is required to have the Town of North Bergen sign off on the TWA prior to our acceptance. There have also been items added to the plans that are unexplained at this time. Requesting further information. Approved Plans. Waiting on information of Flow meter for pump station. Reviewing submitted flow meter material for acceptance. Requested further information on existing private sewer line location. Engineer submitted previous drawing showing the location of the force main within the NJDOT ROW.
- Contacting Rapid Pump to see the availability of the torque and limit switches for the remaining secondary clarifier tanks. Material expected arrival date 2/8/2021. One Item is still not delivered to the contractor. Contractor is scheduling the work for the limit switches in the center and western tanks. Contractor is required to submit revised proposals for the replacement of the new limit switches. Limit switch should be installed the week of December 6th. Waiting on Rapid Pump to finish remaining tanks. Limit switches have been installed in all tanks.
- I will be meeting with the Facility manager for 600 Meadowlands Parkway (Harmony) on Friday 1/2/2021 to review the Suez water meters and to follow a domestic water supply line that does not follow the new water meter installed by the facility's management. The SMUA also requested additional Suez water bills for the facility as well as another visit to an adjoining unit to check the water supply piping. Continuing to email Facility Manager for information from their plumber and also requested further water bills and meter readings. Resent last request to facility manager.
- Specifications and Plans for the rehabilitation of Primary Clarifier Tanks 1 & 2 were completed. There is a memorandum to the SMUA from my office requesting that the equipment to be specified be from a "Proprietary Source". The reasons for utilizing a "Proprietary Source" are explanatory in the memorandum. This will need approval from the SMUA Commissioners. Project approved and awarded. Following a review of equipment submittals from the Contractor, the equipment was released for fabrication. Equipment expected to be delivered in two weeks.

Equipment has been delayed at the port. Waiting for new schedule. Demolition on Primary Clarifiers # 1 & 2 has begun.

Zoning Certificate Notices for required SMUA Sewer Connection Application:

Address	Zoning Certificate	Request Dates		SMUA App.	SMUA Fee	Engineers Report
		1 st	2 nd			
Lincoln Gateway	#17-239					Reviewing flow meter shop drawing for approval.
101 Plaza Center Unit 101 New Construction	#20-109	4/12/21	5/19/21	No	No	Contacted applicant emailed forms. No response to date.
50 Fairview Ave	-	10/20/20	11/6/20	No	No	Sewer lateral was constructed.

Beckmeyer Engineering, P.C.

Glenn M. Beckmeyer, P.E.,P.P.,CME,CFM

Authority Engineer January 26, 2022

At this time, the Executive Director presented notification from the Authority Auditor that the 2021 audit would be released without the GASB 75 pension figures that the State has not yet provided. The following is that correspondence:



WIELKOTZ & COMPANY^{LLC}
CERTIFIED PUBLIC ACCOUNTANTS

STEVEN D. WIELKOTZ, CPA, RMA, PSA
MATTHEW B. WIELKOTZ, CPA, PSA
PAUL J. CUVA, CPA, RMA, PSA
JAMES J. CERULLO, CPA, RMA, PSA
THOMAS M. FERRY, CPA, RMA, PSA

HEADQUARTERS
401 WANAQUE AVENUE
POMPTON LAKES, NEW JERSEY 07442
(973)-835-7900
OFFICE@W-CPA.COM

ROCKAWAY OFFICE
100 ENTERPRISE DRIVE
SUITE 301
ROCKAWAY, NEW JERSEY 07866
(973)-835-7900

INDEPENDENT AUDITOR'S REPORT

Honorable Chairman and Members of the
Secaucus Municipal Utilities Authority
1100 Koelle Boulevard
Secaucus, New Jersey 07094

Report on the Financial Statements

We have audited the accompanying statements of net position of the Secaucus Municipal Utilities Authority (A Component Unit of the Town of Secaucus) as of December 31, 2020 and 2019, and the related statements of revenues, expenses, and changes in net position and cash flows for the years then ended, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America, the audit requirements prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey (the "Division"), and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Modified Opinion

Due to a delay of the release of the other post-employment benefit obligation report by the State of New Jersey Division of Pensions, management has not updated the net other post-employment benefit obligation, deferred outflow, deferred inflow accounts to a measurement date acceptable under current accounting standards for the year ended December 31, 2020. Government Accounting Standards Board Statement No.75 requires a state or local government employer to recognize a net other post-employment benefit obligation measured as of a date no earlier than one year prior to the end of its fiscal year. The amount by which this departure would affect the deferred outflows of resources, liabilities, deferred inflows of resources, net post-employment benefit obligation cannot be determined or updated from the June 30, 2019 State GASB 75 Report.

Modified Opinion

In our opinion, except for the effects of the matter described in the "*Basis for Modified Opinion*" paragraph, the financial statements referred to above present fairly, in all material respects, the financial position of the Secaucus Municipal Utilities Authority as of December 31, 2020, and the respective changes in financial position and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis, schedule of changes in the Authority's proportionate share of the State OPEB liability and schedule of the Authority's proportionate share of net pension liability as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part



of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprises the Secaucus Municipal Utilities Authority's financial statements. The schedule of revenues, expenses and changes in net position - restricted and unrestricted; schedule of cash receipts, cash disbursements and changes in cash and investments - unrestricted and restricted; schedule of operating revenue and costs funded by operating revenue compared to budget; schedule of capital budget program funded by financing services; schedule of revenue and revenue refunding bonds; and roster of officials (collectively referred to as the "Supplementary Schedules") are presented for purposes of additional analysis and are not a required part of the financial statements. The accompanying schedule of expenditures of federal and state awards is presented for purposes of additional analysis and is not a required part of the financial statements.

The supplemental schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedules are fairly stated in all material respects in relation to the financial statements taken as a whole.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated January 28, 2022 on our consideration of the Secaucus Municipal Utilities Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal



Honorable Chairperson and Members of the
Secaucus Municipal Utilities Authority
Page 3.

control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Secaucus Municipal Utilities Authority's internal control over financial reporting and compliance.

Very truly yours,

WIELKOTZ & COMPANY, LLC
Certified Public Accountants
Pompton Lakes, New Jersey

January 28, 2022

This action was approved on a motion by Vogel, second by Cardenas. Roll call vote: Manderano: Aye; Spellmeyer: Aye; Cardenas: Aye; Vogel: Aye. Motion carries 4-0-0.

Public Comment: None

A motion was made at 6:30 to adjourn the meeting by Vogel, second by Cardenas. Approved 4-0-0.