

ATLANTIC CITY MUNICIPAL UTILITIES AUTHORITY

SPECIAL BOARD MEETING  
(Open Session)

Tuesday, December 28, 2021

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Special board meeting in the above-referenced matter, conducted at the ATLANTIC CITY MUNICIPAL AUTHORITY, commencing at index number 00:03:03.

Transcriber Jennifer Wilson, ADT/OM, #623

ATLANTIC CITY COURT REPORTING, LLC  
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1 THERE BEING PRESENT:

2

3 BOARD MEMBERS PRESENT:  
4 ATLANTIC CITY MUNICIPAL UTILITIES AUTHORITY:

5

6 JOHN DEVLIN  
7 Chairman

8

9 MOHAMMED DEDAR  
10 Board Member

11

12 GARY L. HILL  
13 Board Member  
14 (On cellular telephone)

15

16 GLENN BANFIELD  
17 (On cellular telephone)  
18 Board Member

19

20 NYNELL LANGFORD  
21 (On cellular telephone)  
22 Board Member

23

24 ANDREW WEBER  
25 (On cellular telephone)  
CLAUDE SMITH  
(On cellular telephone)

26

27 KELLEY WILLIAMS  
28 Executive Secretary

29

30 STELLA JOHNSON  
31 Executive Secretary

32

33 ALSO PRESENT:

34

1 PROFESSIONALS TO THE BOARD FOR THIS HEARING:

2  
3 FREDRIC L. BOR, ESQ.  
4 Authority Solicitor

5 MICHAEL ARMSTRONG  
6 GENE SIRACUSA  
7 JOHN SIRACUSA  
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# I N D E X

(Open Session)

Page(s) :

Open Session Begins 5

Return to open session 8

## OPENING REMARKS:

BY: John Devlin 5

## SPEAKERS ON ISSUES:

Mr. Siracusa 20

1 (Recording starts index number 00:01:03)

2 (Conversations while setting up not transcribed)

3 (Meeting starts at 00:03:02)

4 THE CHAIRMAN: Good morning, everybody. I'm going  
5 to read the opening statement, December 28, 2021  
6 opening statement.

7 Adequate notice of this special meeting has been  
8 provided as required by law by mailing to The Press a  
9 list of the regulatory scheduled meetings of the Board  
10 of Directors including the notice of the special  
11 meeting scheduled for December 28th, 2021 on 401 North  
12 Virginia Avenue conference room, Atlantic City, New  
13 Jersey. A copy of said notice was sent to the City  
14 Clerk to be posted.

15 All of the aforesaid complies with 231 of the  
16 Laws of 1975 known as the Open Public Meetings Law.

17 Good morning, everybody.

18 MR. BOR: Mr. Banfield?

19 MR. BANFIELD: No response.

20 MR. BOR: Mr. Dedar?

21 MR. DEDAR: Yes.

22 MR. BOR: Mr. Hill?

23 MR. HILL: Yes.

24 MR. BOR: Ms. Langford?

25 MS. LANGFORD: Here.

1 MR. BOR: Mr. Devlin.

2 THE CHAIRMAN: Here, thank you.

3 MR. BOR: Quorum.

4 (Pledge of Allegiance)

5 THE CHAIRMAN: Okay, obviously a special meeting I  
6 called regarding the insurance specifically the BLE.

7 Mr., Bor, I think we're going to go into closed  
8 session?

9 MR. BOR: No, we do want the closed session.

10 THE CHAIRMAN: Everybody except --

11 MR. BOR: A few.

12 THE CHAIRMAN: I don't see anybody except the  
13 vendors.

14 MR. BOR: Oh, yeah, the vendors.

15 THE CHAIRMAN: Okay.

16 MR. BOR: Is there a motion to go into closed?

17 THE CHAIRMAN: Motion to go into closed.

18 UNIDENTIFIED: Second.

19 MR. BOR: Mr. Dedar?

20 MR. DEDAR: Yes.

21 MR. BOR: Mr. Hill?

22 MR. HILL: Yes.

23 MR. BOR: Ms. Langford?

24 MS. LANGFORD: Yes.

25 MR. BOR: Chairman?

1 THE CHAIRMAN: Yes.

2 MR. BOR: Somebody got that set up?

3 MS. JOHNSON: I'm going to create it now.

4 MR. HILL: Mr. Banfield just came on, so --

5 THE CHAIRMAN: Thank you. Thank you. Thank you,  
6 Gary.

7 MR. BOR: Mr. Banfield?

8 MS. JOHNSON: Mr. Banfield's on.

9 UNIDENTIFIED: Mr. Banfield is on?

10 MR. BOR: (Inaudible).

11 UNIDENTIFIED: Correct.

12 MR. ARMSTRONG: Let me just explain to the vendors  
13 what's happening so that they don't, you know, so we  
14 can get -- just for your knowledge, we're going to go  
15 into closed session. We should be coming back out  
16 soon, so don't go anywhere.

17 MR. BOR: Yes and Mr. Chair, Mr. Siracusa is in  
18 the building, but he's outside, he's not in with us.

19 MR. SIRACUSA: Yeah, I'm not.

20 MR. BOR: We're going into closed session.

21 MS. JOHNSON: Something happened, okay. I need to  
22 delete. (Inaudible) yes.

23 THE CHAIRMAN: Who's on there right now?

24 UNIDENTIFIED: Me and you. And Claude.

25 THE CHAIRMAN: I mean --

1 MS. JOHNSON: Yeah, I'm doing the model now.

2 (Closed Session at 00:06:15 - separate transcript)

3 (Open session re-opens at 01:27:39)

4 MR. ARMSTRONG: I also advised Fairview to log  
5 back in.

6 THE CHAIRMAN: Why do we need them back in? No,  
7 no, that's fine, Mike.

8 MR. ARMSTRONG: They have a right to be back in  
9 as --

10 MR. ARMSTRONG: Mike. Mike, I know. Just -- can  
11 you contact them or --

12 MR. ARMSTRONG: I did.

13 THE CHAIRMAN: Thank you. You guys (inaudible),  
14 right?

15 MS. JOHNSON: Do we need to contact Mr. Edelman  
16 (phonetic).

17 MR. ARMSTRONG: I did. Just waiting for them to  
18 log back in.

19 MS. JOHNSON: Thank you.

20 MR. ARMSTRONG: Let me try to call them to make  
21 sure.

22 (People logging in)

23 MS. JOHNSON: Would you like some water?

24 THE CHAIRMAN: I'll take some, that would be  
25 great. Anybody else want water?



1 UNIDENTIFIED: Yes.

2 THE CHAIRMAN: Water?

3 UNIDENTIFIED: Yeah, please.

4 MR. BANFIELD: Sorry I dropped off,

5 THE CHAIRMAN: Thank you. You're there, Mr.  
6 Banfield, we see you.

7 MR. BANFIELD: Well, okay.

8 THE CHAIRMAN: We're back in public, sir.

9 MR. BANFIELD: Okay, good. A little break?

10 THE CHAIRMAN: We're waiting for the Fairview  
11 Insurance Agency to come on board and we're just taking  
12 a -- we're in open session, we're just waiting for  
13 everybody to come on board.

14 (People continuing to log in)

15 UNIDENTIFIED: I think they're on now.

16 MR. ARMSTRONG: I think there's one -- I think  
17 we're just waiting for Zack.

18 UNIDENTIFIED: Okay.

19 MR. ARMSTRONG: Zackery Edelman.

20 THE CHAIRMAN: Okay.

21 (Mr. Hill on the phone)

22 MR. HILL: Do you have the resolution I sent you  
23 this morning, please? Immediately, if you can.  
24 Thanks.

25 THE CHAIRMAN: Are you on now?

1 MR. EDELMAN: Yes.

2 THE CHAIRMAN: Gentlemen, I'm sorry, it's Larry  
3 and Zack? (Inaudible).

4 MR. EDELMAN: Yes.

5 LARRY: Yes.

6 THE CHAIRMAN: Good morning, gentlemen.

7 MR. EDELMAN: Good morning.

8 THE CHAIRMAN: I guess we're just following up on  
9 our last meeting. I know you had some inspections to  
10 do, some other things you had to get done prior to this  
11 meeting. And then that was the conversation, you're  
12 doing the site inspection or something like that. And  
13 forgive me, I'm not an insurance guy.

14 MR. EDELMAN: Yeah, sure. Yes, there was an  
15 inspection that needs to be completed in order for --  
16 in order for us to move forward, but it would be just a  
17 quote. And that was -- it was -- I think it's  
18 scheduled for -- I think it's -- there's -- I think  
19 it's scheduled for later today. Later today.

20 MR. ARMSTRONG: Actually I think it started  
21 already. I think they're over at the plant this  
22 morning. They're going to be at the distribution  
23 center this afternoon. Is that correct, Claude?

24 MR. SMITH: They're completed the (inaudible) and  
25 they're now on the way over to the administrative

1 office. So, the inspection is ongoing.

2 THE CHAIRMAN: Okay. So -- and, Larry, if you  
3 don't mind me calling you Larry.

4 LARRY: Sure, that's fine.

5 THE CHAIRMAN: Would you mind, identify who you  
6 are?

7 LARRY: I'm a (Inaudible) solicitor.

8 THE CHAIRMAN: So am I to understand that the  
9 completion of the inspections, presuming it's today, is  
10 a condition precedent to you being able to write the  
11 insurance?

12 LARRY: Yes.

13 THE CHAIRMAN: Okay. So (inaudible). Mr.  
14 Armstrong, we can't really vote on that until --

15 MR. ARMSTRONG: That's not true.

16 THE CHAIRMAN: Mr. Armstrong, we can't really vote  
17 on that until --

18 MR. ARMSTRONG: That's not true.

19 THE CHAIRMAN: I'm confused.

20 MR. ARMSTRONG: Because you -- you -- in order to  
21 -- you can bind the coverage based on the fact that  
22 subject to the inspection being complete. Because you  
23 know what the numbers are.

24 THE CHAIRMAN: Okay. (Inaudible).

25 UNIDENTIFIED: Are you ready?

1 THE CHAIRMAN: I'm sorry. Mr. Armstrong?

2 MR. ARMSTRONG: Yes.

3 THE CHAIRMAN: Were you finished?

4 MR. ARMSTRONG: Yes.

5 MR. BOR: I'm sorry. Okay, Larry speaking?

6 LARRY: Yes.

7 THE CHAIRMAN: Or Zack, whoever's speaking, you  
8 were talking about the inside inspections, sir?

9 MR. EDELMAN: Yes, they're -- that's -- that's  
10 correct. The onsite inspection is ongoing right now  
11 and then the (inaudible) one, the numbers that we had  
12 previously forwarded were contingent upon the  
13 successful inspection.

14 UNIDENTIFIED: (Inaudible) successful.

15 THE CHAIRMAN: Zack, Zack right? I'm sorry. Is  
16 -- can you contact our solicitor and make sure that's  
17 successful?

18 MR. EDELMAN: Sure, sure.

19 THE CHAIRMAN: Larry or Zack, I'm sorry. Just  
20 confirming that it has been successfully completed  
21 today. Would that be okay?

22 ZACK: Yeah. Let me reach out to them and -- tell  
23 them to report, right.

24 THE CHAIRMAN: Gentlemen, can you give us, because  
25 I know it was brief at the last meeting, can you give

1 us a brief background on who you are and a little bit  
2 of response. I know there were some things added to  
3 the RFP. I don't remember it being that big.

4 MR. BANFIELD: Mr. Chairman, question.

5 THE CHAIRMAN: Yes, sir, Mr. Banfield.

6 MR. BANFIELD: My question would be for him. He  
7 said based on the inspection. Well, based on the  
8 inspection, could the amount go up or the quote of the  
9 insurance?

10 LARRY: It -- it -- it depends on -- on how  
11 successful the inspection is. Okay? If there's any  
12 things that haven't been done or things that were  
13 discovered that were not -- that were not on the  
14 present program. Sure, it could on that basis, but  
15 it's basically based on what was successful  
16 (inaudible).

17 UNIDENTIFIED: That's like from Fairview.

18 MR. BANFIELD: So was the -- the amount that is  
19 quoted could actually go up, so that's what you're  
20 saying?

21 LARRY: It's possible if the inspection is not a  
22 fairly clean inspection, it could. Yeah. If there's  
23 something that they find that is more hazardous or  
24 there's been -- other assets are there, then it  
25 possibly could go up.

1 MR. BANFIELD: Thank you.

2 THE CHAIRMAN: Zack or Larry, do you guys want to  
3 respond to that? Do you want to go over that briefly  
4 again. I know it was very brief at the last Board  
5 meeting.

6 MR. EDELMAN: Fairview Insurance, we've been --  
7 we've been doing public type of business for over 45  
8 years. We've worked with every type of public entity  
9 that's out there. Different types of affiliate  
10 authorities, different types of government We know the  
11 business very, very well. We work with all the major  
12 carriers that are out there. We've got a team that's  
13 educated, that would be specifically assigned in  
14 addition to Larry and myself to the MUA. And we are  
15 very active, loss control, safety is always a top  
16 priority for us and we'd make sure that, you know, we'd  
17 (inaudible) our skills for the MUA's benefit.

18 And you know, as a result of us coming in with the  
19 competition, you know, we would love to, you know, kind  
20 of show you our skill set and what we've done for many  
21 other entities as well.

22 THE CHAIRMAN: Can you give us a brief synopsis of  
23 the base MUA and what you're covering? Again, it was  
24 just or something brief. I'm not an insurance broker  
25 or even an insurance guy, so I see the proposals, I

1 mean you have a nice RFP. Just give us some of your --  
2 what do you bring into -- I know our labor counsel said  
3 you brought us into JIF. I mean can you give us a  
4 little -- can you educate me a little bit on what we're  
5 doing if we move forward with you?

6 MR. EDELMAN: Yeah, sure, sure.

7 THE CHAIRMAN: Thank you.

8 ZACK: Yeah, absolutely. So upon the successful  
9 inspection and moving forward, we would continue to  
10 review all of the different PR exposures. The  
11 different property exposures and we'd continue to run  
12 your flood zones for you. We would take a look at --  
13 at the losses and make our safety recommendations and  
14 then coordinate safety training associated with that.

15 We've worked with New Jersey Water Authority,  
16 Brick MUA, Lambertville MUA. There's a number of other  
17 accounts in general that we have worked with. And  
18 we'll make sure that your property is protected, your  
19 workers are safe, you have adequate insurance from both  
20 the liability standpoint as well as property. And, you  
21 know, this is, you know, it's definitely what we do.  
22 We specialize in this.

23 You know, taking a look at your losses, taking a  
24 look at what types of injuries that you're having and  
25 matching up the trainings. We haven't had a chance to

1 take a look at what the existing trainings are, but  
2 it's certainly something that -- that is -- that's --  
3 you know, that's the number one thing that we do. You  
4 know, outside of your health benefits, your Worker's  
5 Compensation costs are currently the highest, they took  
6 the most resources and that sort of concept there.

7 Then we would apply this to you. We'll review  
8 your contracts, take a look at any type of RFQ's that  
9 go out, certificates of insurance. Making sure that we  
10 transfer as much liability from -- from the entity on  
11 to your vendors. Making sure that the contract wording  
12 is done properly. There's a lot of -- a lot of -- a  
13 lot of value that we bring to the table. We've been  
14 doing it for a while as well.

15 THE CHAIRMAN: Thank you, sir. Can you forward  
16 the information to our Board secretary for all of us if  
17 we have any questions in the future?

18 MR. EDELMAN: Sure.

19 THE CHAIRMAN: Good. Larry, I see your name up  
20 there. Do you have anything to add on that?

21 LARRY: Just basically the real thing is -- is the  
22 -- is to work -- go with the administration to work on,  
23 make sure the employee safety is there. That we  
24 provide training also to limit your exposure as Board  
25 members and so forth. We provide -- we have training



1 provided for the Board members as well. GPLI and  
2 things of that nature.

3 The other thing is that with the JIF, you've heard  
4 things about the JIF, (inaudible), you're part owner of  
5 JIF, really for the year to year -- for each year that  
6 you're in the JIF. And what that does is that the  
7 decisions are made, the ultimate decisions are made by  
8 people within your industry as far as what's best for  
9 your industry for the insurance aspect of it.

10 So I think that's something that's of value. I  
11 think it's something that, you know, when you talk to  
12 other -- other utility authorities, you know, you can  
13 always learn something from each other. And that's the  
14 -- that's the beauty of the JIF, is that people are  
15 constantly learning from each other. And then we try  
16 and work with the JIF to cure anything that comes up,  
17 to get on it right away with loss control or prevention  
18 as things change in -- in the environment in terms of  
19 (inaudible).

20 So we think it's a really good fit for you and you  
21 know, hopefully the inspection goes well.

22 THE CHAIRMAN: And again, please just contact our  
23 solicitor.

24 MR. BANFIELD: Another question for Mr. Larry, Mr.  
25 Chairman.

1 LARRY: Yes.

2 MR. BANFIELD: Who ultimately pays for the price  
3 -- pays the cost of the training, if it's part -- if  
4 the employees need training.

5 LARRY: It's already included in the JIF. The JIF  
6 provides that. They provide the training for the  
7 employees. They provide training for the Board. They  
8 provide that --

9 (Both talking same time)

10 MR. BANFIELD: (Inaudible).

11 LARRY: -- various onsite people that will come on  
12 and help set up your (inaudible), your training aspect,  
13 to train you. Most of it now is done -- the courses  
14 aren't done live because of COVID and everything else.  
15 But also there's onsite training as well too. Okay?  
16 With that said --

17 MR. BANFIELD: Okay, thank you.

18 LARRY: Onsite training has been really curtailed  
19 right now because of the COVID.

20 MR. WEBER: Mr. Chairman, through Fred. Fred, if  
21 you could find out who at Fairfield (sic), I would be  
22 contacting. There's a sentence in the Fairfield's  
23 proposal that we're available anytime to talk about  
24 union negotiations. And of course we're in the midst  
25 of union negotiations, so it would be helpful to know

1 who I would be able to reach out to. I'd love to be  
2 able to use some of their resources.

3 THE CHAIRMAN: Andy, we're going to have that  
4 forwarded to our secretary and as stated before, she'll  
5 get it out for us, okay?

6 MR. WEBER: Right, thank you.

7 THE CHAIRMAN: Thank you. Any other questions,  
8 comments from the Board or others?

9 MR. HILL: Mr. Chairman? Hi. We still there?

10 THE CHAIRMAN: Yes, Mr. Hill. I hear you.

11 MR. HILL: Again I want to thank everybody for  
12 participating today. And based on some of the  
13 conversations that we had in the past the last few  
14 months, in particular today in closed session from our  
15 legal counsel, I'd like to move the resolution to go  
16 forward on the quote based on the successful inspection  
17 of the MUA as stated by, I guess I was Larry and Zack.

18 So I'll make that motion. That's everything on  
19 the agenda I believe, correct?

20 THE CHAIRMAN: I want to add something to the  
21 agenda, Gary.

22 MR. HILL: Oh, I didn't know that.

23 THE CHAIRMAN: Some new business. And we  
24 (inaudible). We didn't have public portion, obviously  
25 we're in the public portion.

1 MR. HILL: Okay.

2 THE CHAIRMAN: Mr. Siracusa.

3 G. SIRACUSA: Well, you know, my problem with the  
4 whole thing was the process of the RFP. It was -- it  
5 was an amazing process and we felt like, we were iced  
6 out of the entire RFP process. Originally there was an  
7 RFP for various policies in September through early  
8 November. Just before that date, that was pulled off  
9 the website. It was replaced by insurance consultant  
10 RFP. I wrote the Authority to say that we're not  
11 consultants, we are brokers and that, you know, I will  
12 not be (inaudible), if I'm wrong about this, please  
13 talk to me.

14 Mr. Armstrong wrote me back and said basically  
15 where he was at and, you know, he would let me know.  
16 And I never heard anything more other than my  
17 continuing e-mails about where is the RFP coming from  
18 for a consultant, are they going to put it up? And it  
19 never came. I was just iced out of the whole  
20 situation, even though my proposal is \$30,000 less a  
21 year, a private company. It's a one year commitment  
22 and not three (inaudible). Accessible, it's a  
23 guaranteed cost product. It's better. But it's like  
24 nobody wanted to hear from me. They wouldn't even let  
25 me get the proposal to the Authority.

1           And I showed up that Friday, a couple weeks ago  
2           because I heard nothing. I couldn't let January come  
3           by without insurance for this Authority. And that's  
4           why I sent up my proposal, because I've heard nothing.  
5           There was two weeks left and I can't let this go by.

6           I have a professional liability, I'm responsible  
7           for you guys, I represent the Authority as a broker and  
8           I just did my due diligence and brought it in. And I  
9           felt like it was not a level playing field. I felt  
10          like I was pushed aside. And just, you know, I gave a  
11          better proposal than what's on the table. And I'm  
12          still -- it feels like I'm out.

13          So I just want to make it on the record that our  
14          proposal is less money by a substantial amount. I've  
15          told you that before. There's always been tens of  
16          thousands of dollars more than our program, always, but  
17          it is what it is. And I don't think it was a fair  
18          process. I want that on the record.

19          THE CHAIRMAN: Thank you.

20          MR. G. SIRACUSA: Okay?

21          UNIDENTIFIED: (Inaudible).

22          UNIDENTIFIED: -- Mr. Chairman, a discussion.

23          THE CHAIRMAN: Just hang on (inaudible). Before  
24          we vote on (inaudible), I want to make a quick motion  
25          that in the future, so we do not have any -- and more

1 clarity and less confusion, that all RFP's, RFQ's go  
2 through our Board solicitor to review and if there's  
3 questions, we're not waiting until three days before  
4 the vote is needed to respond to those new questions.  
5 I mean I still have questions, so with that being said,  
6 I'd like to make a motion to -- from here on in, all  
7 PRQ's go to our Board solicitor prior to posting for  
8 his approval, prior to posting. I'll make a motion. I  
9 need a second.

10 MR. DEDAR: Second.

11 THE CHAIRMAN: Make a motion, second by Mr. Dedar.  
12 Mr. Banfield, you can speak by Roberts rules of order  
13 if you had a question.

14 MR. BANFIELD: Yes, so -- no, you already  
15 mentioned what I was going to say and also the time  
16 limit of when do we get these proposals in. You know,  
17 in a reasonable amount of time that we can, you know,  
18 make sure that we're making the best decisions for the  
19 MUA.

20 THE CHAIRMAN: Thank you. Go ahead.

21 MR. BANFIELD: Yes.

22 MR. BOR: Mr. Banfield has a yes on the motion.  
23 Mr. Dedar?

24 MR. DEDAR: Yes.

25 MR. BOR: Mr. Hill?

1 MR. HILL: I strongly agree, yes.

2 MR. BOR: Okay. Now Ms. Langford?

3 MS. LANGFORD: Yes.

4 MR. BOR: And Chairman?

5 THE CHAIRMAN: Yes.

6 MR. BOR: Okay. Moving on. Now on Gary's motion.  
7 I take it, Gary, so we've already approved Fairview by  
8 resolution. So we don't need a new resolution for  
9 them. But your only concern, and you put it on the  
10 record, is that I be or the Chairman be provided with  
11 the results of today's inspections --

12 MR. HILL: Right.

13 MR. BOR: -- and affirm if there's any increase in  
14 premiums as a result of that? Is that your only  
15 concern?

16 MR. HILL: That seems to be the Board's concern,  
17 yes, correct. So we'll move forward now.

18 UNIDENTIFIED: We have a motion.

19 MR. HILL: I did make --

20 MR. BOR: The motion should simply be that the  
21 previous resolution 142, properly enacted, is amended  
22 only and to require Fairview to provide counsel and  
23 solicitor with the results of the inspection taking  
24 place today, December 28th.

25 UNIDENTIFIED: Motion.

1 UNIDENTIFIED: (Inaudible).

2 MR. HILL: Now wait a minute, I don't think so, I  
3 there's confusion --

4 MR. HILL: Especially since the inspection is  
5 happening. I'm sorry, am I wrong.

6 MR. BOR: The motion was just to advise the  
7 Board --

8 MR. HILL: Right.

9 MR. BOR: -- when and if that inspection is  
10 complete, correct?

11 MR. HILL: No, we --

12 UNIDENTIFIED: He's saying yes, but I'm saying no.

13 MR. BOR: That's what I'm saying --

14 MR. ARMSTRONG: What my understanding -- what my  
15 understanding was that Gary was moving to approve the  
16 quote from the JIF provided by Fairview subject to the  
17 inspection.

18 MR. HILL: We never voted on it in December.  
19 That's what we have to vote on here. Maybe I'm wrong,  
20 I've been doing this a long time. We did not approve  
21 that in December. That's why we had this special  
22 meeting. Right, Fred.

23 MR. ARMSTRONG: You have to bind the coverage  
24 before the 31st. The only way you can bind the  
25 coverage before the 31st is you have to have a motion



1 to accept the quote conditioned upon the successful  
2 inspection. Because that's why the --

3 MR. HILL: Because that's why the December.

4 MR. ARMSTRONG: Correct.

5 MR. HILL: A week ago. That's why we have this  
6 meeting.

7 MR. ARMSTRONG: Otherwise -- otherwise you're  
8 going to wind up having a special meeting before the  
9 31st again, once the inspection came back.

10 MR. BANFIELD: Mr. Chairman?

11 THE CHAIRMAN: Yes.

12 MR. BANFIELD: That's the problem I have. We  
13 always get the cart before the horse. You know -- you  
14 know, we always -- we made a decision, but then we're  
15 going over the decision based on, you know, something  
16 that we said we already approved. And -- and this is  
17 the confusion. This is the confusion that we're  
18 having.

19 THE CHAIRMAN: Yeah, I agree. And if I would have  
20 known that because I wouldn't have scheduled this  
21 meeting for Wednesday, tomorrow or Thursday, prior to  
22 the first, I could have done that. But I didn't know  
23 that the inspection was today. I wish I would have  
24 known.

25 MR. BOR: You want to state the motions you're

1 making, please?

2 MR. HILL: Who? Me?

3 MR. BOR: Yeah.

4 MR. HILL: Okay. I'm going to make the motion to  
5 accept the proposal to move forward so we have -- so we  
6 have somebody in place here for December 31st. I am  
7 moving the item on the agenda. We never voted on that  
8 item on December 17. That is why we had the meeting  
9 today, to get some clarification.

10 So we have to move what we did not do last week,  
11 gentlemen and ladies. Correct, Fred?

12 MR. BOR: Well, we did have a vote in December on  
13 approving the resolution --

14 MR. HILL: No, we did not. That's why we called  
15 this special meeting. We wanted more information.

16 MR. BOR: Okay, I guess you're right.

17 MR. HILL: I know I'm right.

18 MR. BOR: We're in the same position as we were  
19 then.

20 MR. HILL: Otherwise we wouldn't have had to waste  
21 two hours of our time.

22 THE CHAIRMAN: Well, Gary, we're kind of in the  
23 same position we were last Board meeting because we  
24 still don't have the results of that inspection.

25 MR. BANFIELD: Gentleman, and that's the reason

1 why I'm saying how are we voting on -- based on the  
2 knowledge that we're supposed to have about this  
3 proposal and we don't have the full -- the full  
4 proposal. How we -- how we approve somebody when we  
5 don't even have the full proposal? That was my whole  
6 point.

7 (Several talking at same time)

8 THE CHAIRMAN: We have a motion on --

9 UNIDENTIFIED: (Inaudible).

10 THE CHAIRMAN: There's a motion on the table to  
11 accept the proposal and award it to Fairview. Is there  
12 any other discussion.

13 MR. ARMSTRONG: Can I make a suggestion, Mr.  
14 Chairman.

15 THE CHAIRMAN: Yes.

16 MR. ARMSTRONG: What I would -- what I would say  
17 is approve the proposal, the motion be to approve the  
18 proposal per the numbers that have been provided with a  
19 not to -- if the inspection comes back and it exceeds  
20 say \$25,000, then we are to be notified and attempt to  
21 reconvene the special meeting. If you want to put a  
22 limit on what possibly could come back as being what  
23 you determine to be unreasonable. I've done it, I've  
24 seen it, it's been done many times, the proposal is  
25 accepted where it's not to exceed maybe 40, \$50,000

1 beyond whatever the proposal is.

2 THE CHAIRMAN: Mr. Banfield, I see you shaking  
3 your head. Is that acceptable?

4 MR. BANFIELD: That's the point I was trying to  
5 make. That might move things along. If we don't like  
6 -- that wouldn't be a substantial cost to us or  
7 anything. That if it does not exceed a certain amount  
8 and make better decisions in the future.

9 UNIDENTIFIED: It's probably another meeting --

10 MR. BOR: We said that. Okay. So if I understand  
11 the recommendation of the Director and the motion is to  
12 accept the proposal subject to the completion of the  
13 inspection and any additional premium not to exceed  
14 \$25,000?

15 MR. ARMSTRONG: That was just a number I threw  
16 out, whatever --

17 UNIDENTIFIED: I think that's a fair number.

18 THE CHAIRMAN: It's a number. Should it be lower,  
19 Mike?

20 MR. ARMSTRONG: My recommendation that it at least  
21 not exceed what was provided for at the last quote or  
22 premium that you paid last year.

23 THE CHAIRMAN: All right. So any number is  
24 arbitration. So we'll say 25, if it's okay with you,  
25 Mike.

1 UNIDENTIFIED: 25 it is.

2 THE CHAIRMAN: Okay. Very good.

3 MR. BOR: Okay, so we're going to make the motion  
4 to accept the proposal of Fairview subject to the  
5 inspection and the results of the inspection not to  
6 exceed an increase of \$25,000.

7 UNIDENTIFIED: That's fine.

8 MR. DEDAR: Move it.

9 MR. BOR: I need a second. Gary, you second?

10 MR. HILL: I made the motion.

11 MR. BOR: Yes. Okay.

12 THE CHAIRMAN: It's a new motion, Gary, we added  
13 25,000 to it.

14 MR. HILL: Okay, I'm so sorry, you're right, John.  
15 So I'll second on it, did somebody move it?

16 MR. BOR: Motion by Mr. Dedar -- second by Mr.  
17 (inaudible).

18 MR. HILL: Thank you, Mr. Dedar. Got it.

19 MR. BOR: And the vote. Mr. Banfield?

20 MR. BANFIELD: Yes.

21 MR. BOR: Mr. Dedar?

22 MR. DEDAR: Yes.

23 MR. BOR: Mr. Hill?

24 MR. HILL: Yes.

25 MR. BOR: Ms. Langford?

1 MS. LANGFORD: Yes.

2 MR. BOR: Mr. Chairman?

3 THE CHAIRMAN: I'm going to abstain.

4 MR. BOR: Abstain. Motion carries.

5 THE CHAIRMAN: Any other business? Everybody,  
6 please enjoy the rest of your holiday, stay healthy and  
7 safe. Thank you. Motion to adjourn.

8 MR. BANFIELD: Thank you.

9 THE CHAIRMAN: Thank you, everybody. If no  
10 objection, motion to adjourn.

11 UNIDENTIFIED: Motion.

12 MR. HILL: Second.

13 THE CHAIRMAN: All in favor.

14 (All ayes)

15 (Closed session ended index number 1:55:46)

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## CERTIFICATION

I, JENNIFER WILSON, the assigned transcriber,  
do hereby certify that the foregoing is a true and  
accurate transcript of the conversations of 12/28/2021,  
open session, from index number 00:01:03 to 00:06:15  
and from 01:27:39 to 01:55:46 to was done to the best  
of my ability.

/s/ Jennifer Wilson

January 19, 2022

JENNIFER WILSON, AD/T #623

Date

Certified Transcriber,

State of New Jersey