7

RESOLUTION AUTHORIZING ADOPTION OF SECOND AMENDED PERTH AMBOY REDEVELOPMENT AGENCY BOARD OF COMMISSIONERS BYLAWS

WHEREAS, the Perth Amboy Redevelopment Agency ("PARA") has Bylaws that took effect on June 9, 2009 by adoption of Resolution R. 06.09.316; and

WHEREAS, the PARA Bylaws were later amended on December 18, 2012 by Resolution R.09.12:122; and

WHEREAS, two recent Appellate Division Opinions, Booker v. Rice and Zimmer v. Castellano, impact the efficacy of an "abstention" among voting members of a public body in the State of New Jersey; and

WHEREAS, the above-cited Opinions conclude that an "abstention" vote shall count neither as a "yes," nor as a "no" vote; and

WHEREAS, the New Jersey Legislature has not yet taken legislative action to clarify this issue facing public bodies; and

WHEREAS, PARA Bylaws currently contain no provision to clarify the impact of an "abstention" vote; and

WHEREAS, PARA has proposed to further amend its Bylaws so any future absention votes are treated in accordance with the above-cited decisions rendered.

NOW, THEREFORE, it is hereby resolved by the Perth Amboy Redevelopment Agency as follows:

1. The revised "Perth Amboy Redevelopment Agency Bylaws," marked "Schedule A" attached hereto and made a part hereof, are hereby adopted.

2. This Resolution shall take effect immediately.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Perth Amboy Redevelopment Agency at a Regular Meeting held on September 10, 2013.

PERTH AMBOY REDEVELOPMENT AGENCY

By: _____
Wilda Diaz, Chairwoman

ATTEST: _____
Greg Fehrenbach
Title: Acting Executive Director of the Agency

Approved as to Form: _____
Joseph J. Maraziti, Jr., Esq.
Title: Counsel to the Agency

Recorded Vote	Aye	Nay	Abstain	Absent
Geri Bolanowski, Commissioner				
Wilda Diaz, Chairwoman				
Kenneth Gonzalez, Commissioner				
Thomas Haborak, Commissioner				
Alan Jacobs, Commissioner				
Natasha James-Waldon, Vice Chairman				
Elaine Jasko, Commissioner				

PERTH AMBOY REDEVELOPMENT AGENCY
BOARD OF COMMISSIONERS
BYLAWS

Article I

NAME, OFFICES AND PURPOSES

Section 1. **Name**

The entity's official name is Perth Amboy Redevelopment Agency (PARA or Agency), a body corporate and politic created by an Act of the New Jersey Legislature entitled the "Local Redevelopment and Housing Law" pursuant to preceding law and *N.J.S.A. 40A:12A-1 et seq.*

Section 2. **Principal Office**

The principal office of PARA shall be at its office at 260 High Street in the City of Perth Amboy, in the County of Middlesex, New Jersey, or at such other place as the Commissioners may from time to time determine.

Section 3. **Purposes**

The Agency, created by City Council in February of 1997, has been organized to implement redevelopment plans and carry out redevelopment projects in an area in need of redevelopment or rehabilitation or both. This Agency acts pursuant to *N.J.S.A. 40A:12A-1 et seq.*, the Ordinances of the City of Perth Amboy, and any other permitted action under the laws of the State of New Jersey.

Section 4. **Purposes of By-Laws**

These By-Laws establish rules and procedures for conducting the affairs of the Agency. They are binding on the Board of Commissioners, on members of any committees established by the Board, and on the Agency's officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These By-Laws are subject to the provisions of New Jersey's Local Redevelopment and Housing Law, *N.J.S.A. 40A:12A-1 et seq.*, as may be amended from time to time. If any provision of these By-Laws is inconsistent with a provision of the Act, the provision of the Act shall govern to the extent of such inconsistency.

Article II

COMMISSIONERS

Section 1. **Number**

The affairs and business of PARA shall be managed by a Board of Commissioners composed of seven (7) members, appointed by the governing body pursuant to *N.J.S.A. 40A:12A-11a* or any amendment thereto.

Section 2. **Vacancies**

Vacancies among said Commissioners occurring shall be filled in the same manner as the original appointment, pursuant to *N.J.S.A. 40A:12A-11a* or any amendment thereto, and the applicable Ordinances of the City of Perth Amboy.

Section 3. **Term of Office**

The term of office of each Commissioner shall be in accordance with the provisions of N.J.S.A. *40A:12A-11*. The specific term of each commissioner shall be recorded with the Perth Amboy Municipal Clerk, which shall be the conclusive evidence of the due and proper appointment of that Commissioner. *N.J.S.A. 40A:12A-11b.*

Section 4. **Powers and Responsibilities of the Board of Commissioners**

The Agency, acting through the Board of Commissioners, shall have the power and responsibility to carry out and effectuate the purposes of the Local Redevelopment and Housing Law, and the terms of the Redevelopment Plan and Plans adopted by the City, and in that regard may perform any of the following activities:

a. Implement policy direction as broadly set by the Governing Body.

b. Undertake redevelopment projects, and issue bonds for this purpose in accordance with the provisions of C.40A:12A-29. *N.J.S.A. 40A:12A-8(a).*

c. Acquire property pursuant to subsection i. of section 22 of C.40A:12A-22. *N.J.S.A. 40A:12A-8(b).*

d. Acquire, by condemnation, any land or building which is necessary for the redevelopment project pursuant to the provisions of the "Eminent Domain Act of 1971." *N.J.S.A. 40A:12A-8(c).*

e. Clear an area owned or acquired to install, construct or reconstruct streets, facilities, utilities, and site improvements essential to the preparation of sites for use in accordance with the redevelopment plan. *N.J.S.A. 40A:12A-8(d).*

f. Prepare or arrange by contract for the provision of professional services and the preparation of plans by registered architects, licensed professional engineers or planners, or other consultants for the carrying out of redevelopment projects. *N.J.S.A. 40A:12A-8(e).*

g. Arrange or contract with public agencies or redevelopers for the planning, replanning, construction, or undertaking of any project or redevelopment work, or any part thereof; negotiate and collect revenue from a redeveloper to defray the costs of the redevelopment entity, including where applicable the costs incurred in conjunction with bonds, notes or other obligations issued by the redevelopment entity, and to secure payment of such revenue; as part of any such arrangement or contract, provide for extension of credit, or making of loans, to redevelopers to finance any project or redevelopment work that would not be undertaken but for the provision of financial assistance, or would not be undertaken in its intended scope without the provision of financial assistance, provided as part of an arrangement or contract for capital grants to redevelopers; and arrange or contract with public agencies or redevelopers for the opening, grading or closing of streets, roadways, alleys, or other places or for the furnishing of facilities or for the acquisition by such agency of property rights or for the furnishing of property or services in connection with a redevelopment area. *N.J.S.A. 40A:12A-8(f).*

h. Except with regard to property subject to the requirements of C.40A:5-14.2 et al., PARA may lease or convey property or improvements to any party pursuant to *N.J.S.A. 40A:12A-8*, without public bidding and at such process and upon such terms as it deems reasonable, provided that the lease or conveyance is made in conjunction with a redevelopment plan, notwithstanding the provisions of any law, rule, or regulation to the contrary. N.J.S.A. *40A:12A-8(g).*

i. Enter upon any building or property in any redevelopment area in order to conduct investigations or make surveys, sounding, or test borings necessary to carry out the purposes of the Redevelopment and Housing Law. *N.J.S.A. 40A:12A-8(h).*

j. Arrange or contract with a public agency for the relocation, pursuant to the "Relocation Assistance Law of 1967" and the "Relocation Assistance Act," of residents, industry or commerce displaced from a redevelopment area. *N.J.S.A. 40A:12A-8(i).*

k. Make, consistent with the redevelopment plan: (1) plans for carrying out a program of voluntary repair and rehabilitation of buildings and improvements; and (2) plans for the enforcement of laws, codes, and

regulations relating to the use and occupancy of buildings and improvements, and to the compulsory repair, rehabilitation, demolition, or removal of buildings and improvements. *N.J.S.A. 40A:12A-8(j).*

l. Request that the planning board recommend and governing body designate particular areas as being in need of redevelopment or rehabilitation in accordance with the provisions of the Redevelopment and Housing Law and make recommendations for the redevelopment or rehabilitation of such areas. *N.J.S.A. 40A:12A-8(k).*

m. Study the recommendations of the planning board or governing body for redevelopment of the area. *N.J.S.A. 40A:12A-8(l).*

n. Publish and disseminate information concerning any redevelopment area, plan, or project. *N.J.S.A. 40A:12A-8(m).*

o. Do all things necessary or convenient to carry out its powers. *N.J.S.A. 40A:12A-8(n).*

p. Be responsible for approving the "bill list" enumerating PARA's monthly expenses, by motion, each month.

Section 5. **Compensation**

No Commissioner shall receive any compensation for this service, but shall be entitled to reimbursement for actual pre-approved expenses necessarily incurred in the discharge of duties. *N.J.S.A. 40A:12A-11(b).*

Section 6. **Conflict of Interest**

No Commissioner or employee of PARA shall acquire any interest, direct or indirect, in a redevelopment project or in any property included in a project, nor shall he/she have any interest, direct or indirect, in any contract or proposed contract for materials and services to be furnished or used in connection with a project. If any Commissioner or employee of PARA owns or controls an interest, direct or indirect, in any property included or planned to be included in a project, he/she shall immediately disclose the same in writing to PARA and the disclosure shall be entered upon the minutes. Failure to disclose such an interest shall constitute misconduct in office. A Commissioner or employee required by this subsection to make a disclosure shall not participate in any action by PARA affecting the property with respect to which disclosure is required. *N.J.S.A. 40A:12A-11(c).*

Section 7. **Removal from Office**

A Commissioner may be removed by the municipality by which he/she was appointed for inefficiency or neglect of duty or misconduct in office. A

Commissioner may be removed only after he/she has been given a copy of the charges at least ten (10) days prior to the related hearing and has had the opportunity to be heard in person or by counsel. In the event of removal of a Commissioner, a record of the proceedings, together with the charges and findings thereon, shall be filed in the office of the Municipal Clerk of Perth Amboy. *N.J.S.A. 40A:12A-11(c).*

Article III

MEETINGS

Section 1. **Regular and Annual Meetings of the Agency**

All meeting requirements shall be as set forth in the Open Public Meetings Act (OPMA), *N.J.S.A. 10:4-1 et seq.* Regular meetings of the Agency shall be held monthly, and the day of the month is to be determined at the Agency's reorganization meeting in January of each year. Special meetings may be called by the Chair or at the request of three (3) members of the Board pursuant to the procedures set forth in OPMA. *N.J.S.A. 10:4-1 et seq.*

An annual meeting of PARA for the election of a Chair person and Vice Chair person , and for the transaction of any other business that may come before the meeting, shall be held at the Agency's annual reorganization meeting in January of each year. All the aforesaid officers shall hold office until the January of the following year or until their respective successors have been appointed and qualified.

Section 2. **Quorum**

Four (4) Commissioners shall constitute a quorum for the purpose of conducting business and exercising powers and all other purposes. *N.J.S.A. 40A:12A-11(b).*

Section 3. **Voting Policy Regarding Abstentions**

For the purpose of voting on any Agenda item, a Member's abstention from casting a vote shall be considered neither in favor of, nor against, said Agenda item.

Article IV

OFFICERS

Section 1. **Titles/Qualifications**

The Agency shall select a Chairperson and Vice-Chairperson from among the Commissioners, and it shall employ an Executive Director, who shall be its Secretary. *N.J.S.A. 40A:12A-11(b).*

Section 2. **Appointment of Other Officers and Advisors**

The Agency may from time to time appoint and employ such professional and technical advisors and experts and other such officers (who need not be a member of the Agency) and other agents and employees as it may require.

Section 3. **Qualifications Required of Executive Director**

The Executive Director shall have attained a degree from an accredited four year college or university and shall have at least five years' experience in public administration, public finance, realty, and engineering/construction, remediation or similar employment. A master's degree in an appropriate program may substitute for two years of that experience. The executive director shall serve at the pleasure of the Commissioners and shall be relieved of his/her duties only after 120 days' notice. *N.J.S.A. 40A:12A-12.*

Section 4. **Duties**

The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any determination, the Officers shall have the following duties and authority:

(a) The Chairperson of the Agency shall preside at all meetings of the Board. In the name of PARA, the Chairperson may enter into and execute contracts or other instruments not in the regular course of business, only if authorized, generally or specifically, by the Board.

(b) The Vice-Chairperson shall have such duties and possess such authority as may be delegated to the Vice-Chairperson by the Chairperson. The Vice-Chairperson shall serve as Chair in the absence of the Chairperson.

(c) The Executive Director shall be the chief executive officer of PARA, and shall have general supervision over the affairs of PARA.

The Agency may provide that the Executive Director shall be the appointing authority for all or any portion of the employees of PARA. The Executive Director shall assign and supervise employees in the performance of their duties. *N.J.S.A. 40A:12A-12.*

The Executive Director shall assume the position of Secretary, and shall thus cause notice of all meetings to be served as prescribed in these By-Laws and shall keep or cause to be kept the minutes of all Board meetings. The Secretary shall perform such other duties as are incident to the office or as shall be assigned by the Chairperson.

Section 5. **Vacancies**

Vacancies among Officers shall be filled by majority vote of the Board having reached quorum. Officers thus appointed shall serve for the remainder of the vacated term.

Article V

COMMITTEES OF THE BOARD OF COMMISSIONERS

Section 1. **General Provisions**

The Chairperson, or PARA, may from time to time appoint committees composed of Agency members whenever deemed necessary or desirable in carrying out the business of PARA.

Article VI

AMENDMENT

The Bylaws may be altered, amended, or repealed without previous notice at any regular monthly meeting of the Agency by the votes of at least two thirds (2/3) of the entire membership of the Agency or at any special meeting of PARA, duly called and held for the purpose of amending or repealing the Bylaws, by the votes of at least two thirds (2/3) of all members of the Agency.

Effective Date

These Bylaws will take effect June 2, 2009 – Resolution R 06.09.316.
These amended Bylaws will take effect December 18, 2012 – R 09:12:122
These amended Bylaws will take effect September 10, 2013 –R 09:13:153

RESOLUTION AUTHORIZING THE APPROVAL OF AN APPLICATION FOR THE AMENDMENT OF THE FINAL MAJOR SITE PLAN FOR THE REDEVELOPMENT OF THE ePORT LOGISTICS CENTER IN ACCORDANCE WITH SECTIONS 7.1 and 7.2 OF THE REDEVELOPMENT AGREEMENT BETWEEN PERTH AMBOY REDEVELOPMENT AGENCY AND VPGS, LLC, DATED JANUARY 15, 2013

WHEREAS, pursuant to Resolution R12:12:127 adopted on December 18, 2012 Authorizing the Execution of a Redevelopment Agreement, pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1, et seq., transferring the ePORT Logistics Center Project from Perth Amboy 440, LLC TO VPGS, LLC as Redeveloper, the Perth Amboy Redevelopment Agency (the "Agency" or "PARA") entered into a Redevelopment Agreement with VPGS, LLC (the "Redeveloper"), dated January 15, 2013 for the Redevelopment of the ePort Project Site (the "Redevelopment Agreement"); and

WHEREAS, the Redeveloper desires to amend the Final Major Site Plan Approval by the Perth Amboy Planning and Zoning Board (the "Planning Board") and has submitted an Application for said amendment, dated August 9, 2013 (the "Application"), to the Planning Board; and

WHEREAS, the purpose of the proposed amendment to the Final Major Site Plan Approval has been set forth in a letter by Menlo Engineering Associates, Redeveloper's engineers, dated August 23, 2013, attached hereto as Schedule A; and

WHEREAS, pursuant to § 7.1 and § 7.2 of the Redevelopment Agreement, the Redeveloper is seeking the Agency's Approval of the Application; and

WHEREAS, the Application has been reviewed by Maser Consulting, P.A. and the amendment, as set forth in Schedule A and the Application, has been determined to be consistent with the Redevelopment Plan.

NOW, THEREFORE, it is hereby resolved by the Perth Amboy Redevelopment Agency as follows:

1. The Agency approves of the Redeveloper's Application to amend the Final Major Site Plan for the Redevelopment of the ePORT Logistics Center.

2. This Resolution shall be effective immediately.

CERTIFICATION

I hereby certify that the foregoing Resolution was adopted by the Perth Amboy Redevelopment Agency at a Regular Meeting held on September 10, 2013.

PERTH AMBOY REDEVELOPMENT AGENCY

By: _____

Wilda Diaz, Chairwoman

ATTEST: _____

Gregory C. Fehrenbach
Title: Acting Executive Director of PARA

Approved as to Form:

_____

Joseph J. Maraziti, Jr., Esq.
Title: Counsel to PARA