

**MINUTES OF A SPECIAL MEETING OF THE
MAYOR & COUNCIL
HELD WEDNESDAY, JANUARY 14, 2009**

The meeting was called to order by Mayor Hipp at 7:08 p.m. with the following Councilmembers present:

Councilwoman Keyes
Councilman Genovesi
Councilwoman Inguanti
Councilman Sasso
Councilwoman Birdsall
Councilman DeSalvo

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Mayor Hipp asked those present to join him in a salute to the flag.

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The Borough Clerk read the provisions of the Open Public Meetings Law.

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Mayor Hipp noted that the Special Meeting was to discuss and review proposed changes to the by-laws, on January 1 several changes were proposed the motion to adopt was tabled for the Special Meeting. The Mayor said that evening they were going to discuss the by-laws in detail as there have been several proposals made and he would like to make sure that the Members of the Council had all the materials they should have:

1. the up-to-date set of by-laws that was proposed on January 1st
2. suggested changes that were handed out that evening to which Mr. Shenkler will speak about.
3. for their reference copies of the Borough form of Government Statute as well as a copy of the Open Public Meetings Act
4. copy of a legal Q&A from Deborah Kole, Staff Attorney for the League of Municipalities for their reference.

Mayor Hipp asked the Borough Administrator to discuss the handouts.

The Administrator said in reviewing the by-laws, the paragraph that dealt with the committees, it gave him the opportunity to think through the process where he thought to raise the issue for discussion and walk them through it before handing out to everyone his suggestion. The Administrator said he codified all of the responsibilities that Councilmembers have, currently the Committee Chair of a particular committee for

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example police, has the responsibility for OEM coordination and then becomes liaison to perhaps other committees so using police as a reference point the person would call a committee meeting to talk about police functions but that same Councilperson would have responsibilities for Downtown Partnership or for the Board of Health or for things that are not police related. He said so he went through all liaison positions and he codified them into committees, some fit very well, some a little bit more difficult but they allow the Councilmember to have one meeting the they can address perhaps half dozen different issues that they are liaison to. The Administrator distributed the codification of function to the Mayor and Council and said he also modified two committees; the Human Resources Committee he felt was just set up for Recreation so he took Recreation and put it under Buildings, Grounds and Public Utilities because most of the activities that Recreation is governed by are the people who do the fields so with one meeting the Chairman of the particular committee will take care of facilities, recreation and he put the Kip Center in there but it doesn't necessarily have to stay there as it happened to be the liaison that was in from the last meeting. He continued to say the Neried Boat Club, Passaic River Coalition, Utilities and Downtown Partnership; he said by having a Buildings, Ground and Public Utilities Committee Meeting they could not cover seven different items that they would have to go to six or seven different people to have a meeting with them. The Administrator said it doesn't mean they are going to talk about facilities at every meeting or about the RDP but it is there for that committee Chair to cover during the course of that meeting. He said he merged Fire Committee with the Police Committee because there weren't any other issues under the Fire Committee that fit well, the Police and Fire Committee or Public Safety would be with the Office of Emergency Management, Crossing Guards, Auxiliary Police, Ambulance Corp, Pedestrian Safety Task Force, Violations Bureau and the Police Surgeon which are all functions that are related to each other. The Administrator said prior to that the liaisons were spread over six different people so if the Police Committee were having a meeting and they wanted to talk about the Violations Bureau they would have to go to a different committee meeting and with that he suggested that the committees begin to have regular meetings that he will attend if the Council would like him to and the Mayor. He said when they have committee meetings, the two members of the committee, himself and the Mayor if that is the Council's wishes, will be able to discuss a variety of issues that belong to their committee and when they have a work-session two of the members of the Council will already have had their committee meetings so they can share information at the work-session and at the public meeting all six members of the Council will be available to speak on a variety of issues so that everyone is well informed. The Administrator said that was his fifth draft in trying to put the pieces together and if they feel one doesn't fit nicely into a particular area, they can change it, he just didn't want to put it in their packets without having an opportunity to talk with them and share why he did what he did. He believes it will make the committee structure work a lot more efficiently; the two new committees created were Zoning which will include COAH, Master Planning, Environmental Issues, Storm-Water Management, Board of Aesthetic Review, Code Review, Sustainable and Green Design, Community Development and Historic Preservation. The Administrator said all those issues are related by function and that is what prompted him to go through the exercise, so if everyone has a copy and they would like to discuss that or if the Mayor wanted to take the issues separately or go through the by-laws first.

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Mayor Hipp said he would like to invite members of the Council to have initial comments and questions about the Administrator's presentation so they could get an understanding.

Council President Keyes thanked the Administrator for his efforts but she was a little bit confused as first glance it looked a little cumbersome as the Committees have been well established and have existed for a long time as well as the Liaison Committees that exist separately not necessarily underneath any of the existing Committee assignments, but she wasn't clear on what advantage it would have. She said when he first described putting Buildings and Grounds together it look like a very lengthy meeting or as he said they didn't need to discuss every topic at every meeting; she just wasn't clear on the advantage or what would be better than the way they have it currently. The Administrator said if they were going to be a liaison to seven different committees and they would have seven different meetings with what he tried to put together for their consideration was the ability to cover many subjects or as few as they want but they are all related to the same function of that committee. He said the Finance Committee Chair for example may have the budget as one of their responsibilities but by the same token that same Councilmember could be the liaison to Community Development and in order to meet with Community Development that would be a second meeting after meeting with someone on the budget. The Administrator said by grouping them the way he has they can cover all of the topics or some of them at one time without having to have six or seven different meetings as liaison; it will be easier for the Council Members to cover more ground that way.

Councilwoman Birdsall asked the Administrator to describe his vision, would it be that the liaison to Zoning would then have a separate meeting aside from the Board of Adjustment Meeting, would meet with the Chairs with the individual listed because she believes the liaison attends the regular Board of Adjustment Meeting and reports back to the Council. She asked if he still envisioned them attending all the additional meetings and then having another one to gather everyone together. The Administrator said in that case the Council liaison to the Board of Adjustment, he didn't put the Board down but that would be a separate meeting for the Class 2 Member and same for the Planning Board. He said he included Master Planning because there are things that are going to come up at the Council level that the Council may wish to bring or address as a Class 2 Member of the Planning Board and that could start at the Council level instead of going the other way and they get a feel for it or discuss it after it has been through the Planning Board, it will work both ways. Councilwoman Birdsall said to clarify for example Buildings, Grounds, and Public Utilities did he envision the Council member meeting with the head of the facilities, Rec, Kip Center, Nereid Boat all the representatives from each of them outlined at a meeting on Tuesday night to go get the update from each of those groups? The Administrator responded that is certainly a possibility if they were having a Buildings, Grounds, and Public Utilities Meeting and there is very few meetings that include Public Utilities to begin with but if they were having a meeting on facilities, Recreation and the Boat Club they might have the Department Head come to that meeting because they would have two Council people at the meeting, the Chair and the Vice-Chair of that committee, plus the Mayor and if they Mayor wishes the Administrator will attend. He said once that preliminary meeting is held, when the next work session comes up that

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Committee Chair could make a report to the whole Council on what they've done and they covered most of the areas of responsibilities. The Administrator said fortunately DPW and Buildings and Grounds have the same Dept. Head so they can if they wanted to have meetings back to back if they are not long meetings; as he said most of the functions are related to each other so the Committee Chair and Vice-Chair will have an opportunity to talk about more than one issue at a meeting. He said he thought it would be more productive to be able to get more work done with a minimum amount of running around to different meetings or areas and it would take up less time.

Councilman Sasso said he understands what the Administrator was trying to do as to consolidate to make it more efficient, more streamline but sometimes when they group to many things together and maybe they are discussing something that pertains to a specific Department, it really doesn't maybe involved the other six or seven that may be listed in the section. He said his concerns were would people be meeting to death and in trying to make less meetings or meetings more efficient actually it may possibly creating more meetings that Dept. Heads would be at instead of maybe being at their departments and what they are really trying to do is run the departments and obviously meet with people but a person doesn't want to work a 40 hour week and spend 25 hours in meetings. Councilman Sasso said the other concern was when are those people going to be able to meet because, for example he has a full-time job which most of the people have and families, regardless of outside employment or not, if they are going to have back-to-back meetings or Department Heads or these organizations looking to have the meetings at 7:00-9:00 at night. The Administrator said that is a detail that they could resolve at each committee level depending on who the Chair is, they could have the meeting at 7:00 p.m. or 8:00 a.m. depending on schedules; to answer Councilman Sasso's first question all of these functions listed were taken from last month's agenda, they were all liaisons to everyone of the functions, it doesn't mean that if they are in the Personnel & Administration Committee which he put together based on all the material that was available, if they have a monthly meeting and that meeting was before a work session they don't have to, they may never have a civil rights issue or Board of Health, personnel manual issue. He said in the short time he has been there, he has not heard of any civil rights, EOC issues but it is an opportunity for them to meet with the Chair and Vice-Chair and it if is just for a personnel manual which they need to update, there is an opportunity to get two Council members together to work on those issues and if something was on the agenda from the Board of Health or Veteran's Alliance it is all part of that same meeting they don't have to have four different meetings. The Administrator said it looks like there is a lot under each heading but all of those liaisons exist already, he didn't make any of them up. Councilman Sasso responded he didn't say that. The Administrator said the meeting times will depend on the Chair who will set the meeting schedule and will attend those meetings; one of the most active ones would probably be something like the Police and Fire but there really isn't a lot going on even in those areas. He said out of the seven or eight issues he listed there, they might talk about three and they might have Dir. Thompson and Capt. Egbert at those meetings depending on the issues. The Administrator said certainly they aren't going to talk about a Police Surgeon at that point they don't have one appointed yet but Pedestrian Safety Task Force is part of the Police function; the Ambulance Corp. is part of the Police function; they are both first responders, the Auxiliary Police is part of the Police function; the Crossing Guards are in

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the Police budget and under their control; OEM is a Police function; the Violation Bureau is another function that comes out of the Police. He said it gives them the opportunity of talking to each and every one of those issues or two of the issues by just having one meeting instead of meeting with someone on Crossing Guards another person on Pedestrian Safety Task Force and so on. The Administrator said that is all he attempted to do, how they work out the details he was waiting for some feedback from the Council that night to see how they can put it together to make it work, at the Council's wishes.

As no other Councilmembers wished to speak, Mayor Hipp stated to the Administrator that as he understands it, he was trying to group on a thematic basis various responsibilities of the Governing Body and noted that there are six separate areas of concern which matches, coincidentally the exact number of members of the Council and he would contemplate two members of the Council severing as a Committee, is that right? The Administrator responded that was correct. Mayor Hipp said the idea is as the Administrator explained it pretty well but just to summarize because those areas are related and he thinks the Council is free to discuss changes here and there but the whole idea is to be able to begin to operate as the Council. The Mayor said in his experience last year as Mayor, they had a ton of liaison assignments and apparently it required members of the Council to attend a lot of different meetings which is not going to end necessarily but the idea of Committees, of the Council meeting is something recognized by the statute that governs their form of Government and contemplates that two members of the Council will be able to meet and do research in those areas on a regular basis and provide advice to the Council in open public meetings. Mayor Hipp said he thinks the idea is a worthy one that he would ask the Council to seriously consider going forward, he would like as they move forward in the meeting for more feedback by members of the Council as to the particular structure that it may take if the Council wishes to discuss in any more detail.

Councilman Genovesi said he understands it streamlines everything and it actually makes a lot of sense, his question was that it seemed to merge two of the posts together and it looks like zoning was created to replace that lost post. The Administrator asked if he could repeat as he didn't hear it. Councilman Genovesi said the only substantial change that was made because Personnel and Administration he would still consider that Human Resources just under a different name; Police and Fire seems like he merged those and picked up a new Committee to replace the lost one that has been merged and that is zoning. He said the question be for the Administrator or the Mayor or the Borough Attorney is can they do that, isn't there statute to provide who could be on the zoning type committee or how many members of the Governing Body and aren't they going into an area where the Mayor actually appoints some of those people. The Administrator responded yes or no, but for the purposes there, it is for the Council to discuss the issues that are not necessarily before the Zoning Board but to discuss issues for example he shared what he gave to the Council, he shared that with Mary and Ed Cortright the day before and what he has done, the height of a building is 2.5 stories. He said in some municipalities its 35 feet, in some municipalities it might be 37 feet but the issue that comes to path and the direction that the Zoning Board will need is where do they measure that distance from, where does it start, at the slab of the basement, if there is one, how high is the peak. The Administrator said what the Council does in a zoning meeting with

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respect to the Zoning Board, it gives direction to the Board as how to better comply with the wishes of the Governing Body. He said another issue could be the height of a fence, some towns limit the height of a fence at 4 feet some 5 feet and some 6 feet; that is an easy one to get by because it is either 4, 5, or 6, it is much more difficult to determine the height of the building, he was talking about a residence not a commercial building. The Administrator said the same thing with the other issues, he would think the Governing Body would like to discuss environmental issues with respect either green design or sustainability the Council is aware that they have an application in for a grant that the State will provide money for them doing an energy audit of all the buildings and other sections of the State are ready to fund a lot of those, it is a real hot button that they should take advantage of at that point. He said the Board of Aesthetic Review, he has not heard anybody talk about Aesthetic Review in any Council Meeting, he didn't even know they had one other than what he saw in last months agenda, there was a liaison for Aesthetic Review. He said Sustainable and Green Design he did put in because they do have an energy audit grant in application and they are waiting to hear from the State. Councilman Genovesi said to be honest under Police, everything listed there is pretty much included in his report anyway so for him if that is the Committee that the Mayor is going to keep him on, it would help and it would be better for him. He said he was just curious about where he came up with the zoning but he just explained it. The Administrator said if they look at each item, they just went through a COAH submission, the Council talked about COAH at length over the last year and he has only been present for the last three public meetings but that is a Committee that could have handled a lot of the detail and made a report for the full Council at a work session and when the full Council understands what the Committee did, the meeting will go faster and the public meetings will go faster because everybody will have the same information. Councilman Genovesi thanked the Administrator.

Mayor Hipp said to underscore the zoning, there are going to be a lot of things the Council needs to do in 2009 specifically with respect to zoning and he thinks it is a good idea for a Committee to be formed of two Councilmembers to really do the research that is going to be necessary to help keep the Council up to speed and to make the kind of recommendations that will help facilitate. The Mayor said they do expect changes as a result of the Master Plan for example, that needs to be reviewed, they are going to deal with the Affordable Housing regulations and it is important to the Council to be up to speed as much as possible so they can make an informed decision after discussion. Mayor Hipp said Storm Water Management is going to continue to be an issue as those regulations change and this is an opportunity for the Council to form these committees and to be able to do the kind of investigation research necessary. He said what he thinks will help is the way the Council had been doing it before is meeting with Dept. Heads on a basically individual basis and that is really not going to be the way it is going to be; it is not that they won't be meeting with Dept. Heads, but they will be meeting as a Committee and they will decide what is important based not only on their own views but as circumstances unfold and where they need to focus their attention and energy and the resources. Mayor Hipp said there will be Committee Meetings with Dept. Heads but it is not going to be the sort of thing that has happened where every month before the meeting they have to meet with the Dept. Head and they have to talk to him about what has been going on, that can actually happen through the Committee process. The Mayor

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said they can supply information through the Administrator because now that they have an Administrator it is his responsibility on a day to day basis to see that things get done and they are obviously going to make full use of that so a lot of that will be facilitated and he thinks it will make everyone's job not only a lot easier but far more productive. Mayor Hipp said there's a lot more that can be done and finally the information end of it a much more informed Council will result from a structure that the Administrator is suggesting.

Councilwoman Keyes asked how that was different from today, as Council members they meet with either the Dept. Heads or the Committees that they are assigned to and they report back to the Council and Mayor?

Mayor Hipp said look at zoning by way of example, right then they didn't have zoning, but what they have is Councilwoman Inguanti as the Class 2 representative to the Planning Board but she has nothing to do with the Board of Adjustment but since they are related doing it the suggested way allows for Councilwoman Inguanti as a member of the Zoning Committee and somebody else who will be involved with the Board of Adjustment to be able to take over those issues and work together. The Mayor said it is much more of an adhesive matter of doing things; DPW they got recycling, streets, sewers, parks meeting on a DPW type thing and focusing on the things that provide those services to the town by two Committee Members is better in his judgment than having separate meetings with different Councilmembers; Buildings, Grounds, and Public Utilities again the same sort of thing; Personnel and Administration all of the ideas group them together on a basis which allows similar areas of concern to be handled by the same committee and that is why he believes it will be far more productive and the information flow will be a lot easier.

Councilwoman Birdsall said she needed a little bit of clarification and she wanted to use Finance as an example; currently Councilwoman Inguanti is assigned to Finance, is she then therefore by that proposal default as liaison to all of those that are listed underneath her. The Administrator said no. Councilwoman Birdsall said so then she could be liaison to the Rent Board and the proposal is that she meet with Council; what is the intent of the proposal there that night because she thinks she needs more clarification on the procedure or the protocol that he is putting forth with the proposal. She said she thinks on paper it is logical to connect the dots where they can and they sort of try to streamline things but as far as action that evening, she doesn't think it is something they could jump into; she would want more of an outline as to the procedure and protocol that he is presenting along with the Committees as they are divided.

Mayor Hipp said he thinks it is appropriate, for the record, no action needs to be taken finally that evening; the idea of the meeting is basically to open up the discussion by the proposal submitted by the Administrator and if the Council is satisfied with it; the details would be worked out and the language would be drafted and inserted into the by-laws at the appropriate time. The Mayor said it is his impression that what the Administrator is attempting to provide is a mechanism whereby the Council can govern the town in a far more productive and efficient way but he wanted to let the Administrator speak.

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The Administrator said it was his intent to be more productive so that they won't have to hold 7-8 meetings if they were liaison for example to the Rent Board. Councilwoman Birdsall asked if he would just clarify that one point, as an example with the Finance, if Councilwoman Inguanti as she is for Finance currently, it means that she has budget, Local Assistance Board, Rent Board, Citizens' Finance Advisory, and Economic Development; who is assigned to the Liaison of those positions, is it default to the head? The Administrator responded there won't be liaisons any longer; it will be Committee Chairs and Vice-Chairs. Councilwoman Birdsall said Committee Chairs and Vice Chairs made up of Councilmembers? The Administrator said yes. Councilwoman Birdsall said then it is not that whoever is at the top of that is the Liaison to all the bullets underneath. The Administrator said no. She said then it doesn't essentially change the Liaison as they stand currently. The Administrator said he put it together from the list of Liaison representatives that were in the last committee agenda, for December; currently each member of the Council chairs a committee and is liaison to maybe seven other committees. He said now all of the related functions for Finance are under one heading so that Councilmember Inguanti can have a meeting on Finance, invite Ed Cortright, himself or the Mayor to sit at the meeting go through whatever issues fall under that purview and he wasn't saying that they were all in the right positions, if they feel there are others that were more cohesive to that particular topic or belong somewhere else that would be fine. The Administrator said that was just to collate all the functions so that they could do more at one meeting than having to meet with in her case four different people and if Mr. Cortright were at the Finance Meeting and there was an issue on something else on a financial nature, Rose wouldn't have to go back and forth to another meeting at a different time. He said he would expect each committee meeting to have an agenda as to what is going to be covered at their committee meeting so that its well defined as what the topics were going to be and who needs to be there. Councilwoman Birdsall said for herself she would need a written protocol or procedure to help explain the vision that he is seeing that goes along with those categories, because it is difficult to work with the hypothetical and make a decision as to how it would work the best. Mayor Hipp said he didn't know if the Council wanted to take formal action but he asked if the Administrator understood the request of Councilwoman Birdsall and asked him to write up a draft section of the by-laws and asked if that was what she was looking for. Councilwoman Birdsall responded an outline or flowchart as to what the vision was would help make sure they are all on the same page as to what the proposal was. Mayor Hipp asked if that could be available for the next work-session next Tuesday. The Administrator said he wasn't sure but he would try, he wasn't going to be in the following week. Mayor Hipp asked if then it was possible for the Regular Meeting on the 27th. The Administrator responded yes.

Councilwoman Inguanti said to the Administrator that many of the committees, citizens serve on them, how does he envision the citizens participating as members of those committees? The Administrator said if they were having a meeting on zoning and that topic is one of the areas on the agenda, they could invite the committee to participate in that meeting, by the same token if someone had an issue that refers to committee development or historic preservation, they would go to that committee as a first step in going through the process and by having the two Councilmembers on a committee with either himself or the Mayor or both or an expert if they are doing historic

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preservation and they wanted to get advice of an architect or engineer, they would invite them to that meeting. He said then as part of their research and details that they learn from the committee meeting they make their presentation at the regular work-session of the Council and then all six members of the Council are aware of what they are working on and where they are going and when they go to the public session all six members of the Council know about the recent meeting with the specific committee. The Administrator said now he gets the feeling that they have to run around to each one of the 50 or 40 topics just to get information from somebody.

Mayor Hipp said another feature of that idea is that the committees would meet on a regular basis and if they could schedule a meeting prior to the work-session that makes it easier to set an agenda. The Mayor said then the committees are functioning as basically a group that had things that needed to go before the Council, discussion and action items and they can get to the Clerk in sufficient time for an agenda meeting, the draft agenda goes out and then they spend the work-session refining them and if they are meeting on a regular basis, then they could focus their attention on work getting done at the work-session or Regular Meeting its not so much as giving reports but now they had the ability to focus on things that need to get done and the idea of setting the agenda is to basically allow the Council through its committee structure to really drive what needs to happen. The Mayor said if they do that, putting aside routine matters but if they are able to do that and meet in those areas or whatever other areas on a regular basis, the committee would have time to do the necessary research on those particular issues and can provide advice to the Governing Body on what action needs to be taken and that is one of the ways to be much more productive and he asked if there were any other questions.

Councilwoman Keyes asked if he was saying that wasn't happening currently. Mayor Hipp said there aren't any committees meeting, they haven't met really all year; what committees have actually met of the standing committees with members sitting down discussing those areas of concern; look at the standing committees of the present by-laws. Councilwoman Keyes said the standing committees; did he mean Police, Fire, Finance. Mayor Hipp said when have committees, the liaison, actually sat down and had a regular meeting? Councilwoman Keyes responded that she meets every month with the Fire Dept., is that what he was saying? The Mayor said no that is not, he was talking about Councilman; what he's saying is that two members of the Council serve as the committee on a particular area, they meet, the fact that individual Councilmembers meet with Dept. Heads or Fire Chiefs or the Police Dir. is not the same thing. Mayor Hipp said what is happening is the committees meet and what has not happened under the by-laws for standing committees which have been set up for years, there have not been regular meetings of those standing committees to discuss issues of the Council; what has happened is that the individual Councilmembers who act as liaisons to various areas will meet with Dept. Heads and then make monthly reports but who advise the agenda. Mayor Hipp said what happens, where does it come up and the idea is to allow the Council to really look at the areas of responsibility that have been delegated to it, to meet with another member and again they have to be careful because of the Open Public Meetings Act; they can meet to do research and they can meet on an advisory basis but if they need to meet with a Dept. Head on a particular matter obviously they have access to it.

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Mayor Hipp said the idea there is that the committees meeting the areas of their concern they basically inform themselves of what needs to happen in each of these areas and another perfect example is zoning so that they can actually make the necessary recommendations and they could discuss the pros and cons of a particular issue. The Mayor said he thinks that is a qualitative difference from the way that the Governing Body has been working in the past so he doesn't know because Councilwoman Keyes still looked a little confused.

Councilman Sasso said he also was confused because on January 1 basically they were told they had secret meetings which was completely false, so now the Mayor was saying they could have a meeting with another Councilperson and it not be a secret meeting; he was just asking for clarity and he just wanted to understand because he was completely confused. Mayor Hipp said well, no a subcommittee; the issue is with the Open Public Meeting Act requires that there be adequate notice given to the public of any meeting of the Governing Body, now the fact that they have less than four members less than a quorum doesn't mean that it's not a meeting. The Mayor said if they have number one, an effective majority which is, actually under the current Governing Body, three, and he could get into that or in some cases if they have two; in many cases when they have two people meeting that can actually constitute a violation if there is an improper discussion and what he wanted to hand out to them is a written opinion by Deborah Kole, and the additional one who is the Staff Attorney for the League of Municipalities which actually talks about the issue governing committees and the problems that committees of the Governing Body's have. Mayor Hipp said so when two people meet not only does it have to be two, but they are limited in what they can talk about, it has to be basically research and advisory and anything beyond that they run the risk of violating the law. The Mayor said what they were trying to do its they are trying to help organize it in a way that actually complies with the Open Public Meetings Act, but also and maybe more importantly, as importantly allows the Council to be in a function in way which most Governing Body's do. Mayor Hipp said they serve committees, they have committees, they function as committees, they meet as committees and they make recommendations to the Council on a regular basis.

Councilman Sasso stated that the Mayor said he had a legal opinion, is that coming from him or from the Borough Attorney, he stated he was going to give them a legal opinion about committees, was that coming from him or the Borough Attorney? Mayor Hipp said he sighted if as coming from Deborah Kole. Councilman Sasso said he had it in front of him and it said from John F. Hipp Esq. to Lane Biviano; "FYI please favor me your comments" and he believes it was the whole email the Mayor sent Lane because he didn't see a response so he was asking if it was from the Mayor or Lane? Mayor Hipp said he didn't know what Councilman Sasso was referring to but he was referring to his comment that was a statement from "Common Issues Concerning Municipal Issues and the Open Public Meetings Act" and that was what he had; he asked if that was what he was referring to? Councilman Sasso said he was referring to Deborah Kole, is that what he was looking at? Mayor Hipp asked to see what he was looking and then responded no, that was not what he was looking at, as it was handed out that night. Mayor Hipp said he was looking at another one that was pitfalls of email use and he wanted that for their reference. The Mayor said what he was referring to he only had one copy but would make

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copies available to everyone and he passed it down. Councilman Sasso said his question again for clarification; that was coming from the Mayor or the Borough Attorney? Mayor Hipp said no it was a document available from NJ League of Municipalities on their website for the public which he downloaded and if they go to page two by the asterisk, she specifically talked about the problem with committees or subcommittees meeting of the Governing Body. Councilman Sasso said so the answer to his question is really that yes it was available on the web by Deborah Kole but it was given to them that night by the Mayor. Mayor Hipp said he really didn't hand it out to them because he didn't expect to get into that part of it but since he asked he will make copies available, it was his intention to do that for other purposes he didn't get around to it; he did want to make sure the Council had copies of the pitfalls of email use. The Mayor then asked for his copy back and said for the purpose of everyone else he read the following section that he was referring to which was from the Deborah Kole article: "The application of the Open Public Meetings Act the subcommittees of public bodies is another area of concern. It is common for municipal governing body's to have subcommittees that study various issues and report back to the Council on their findings. The meetings of these subcommittees need not be open to the public under the OPMA as long as there are not enough members of the governing body present to constitute a quorum and as long as those subcommittees function only in a research and advisory capacity. However, NJSA 10:4-7 states that the public has the right to be present at all public bodies and to witness all phases of the deliberation, policy formation and decision making of public bodies. Furthermore, NJSA 10:4-11 provides that no person or public body shall fail to invite a portion of its members to a meeting for the purpose of circumventing the provisions of this Act. Therefore, as per Ms. Kole, if subcommittees are used improperly in an effort to keep the public out of critical discussions their meetings will be in violation of the OPMA. All deliberation and decision making must occur in public and the public meeting can never operate as a mere rubber stamp on decisions made in private." The Mayor said that is what his guide was and what they are trying to do is they need, the Council needs to be able to have the opportunity to meet with members less than an effective majority in order to do the research necessary to make recommendations to the Council without having to open it up to the public and having to provide notice. Mayor Hipp said these are practical issues, they still have to be careful and as he said as Deborah Kole says these kinds of things if they are not taken care of properly get governing body's in trouble and he thinks there are at least some 300 decisions on the Open Public Meetings Act in the State since it was enacted in 1975 and there are probably a whole host of unreported decisions on top of that. The Mayor said what they don't want to do is they don't want to get sued, individual members of the Governing Body who are found to be in violation can be fined and they don't want that to happen. Mayor Hipp said what they are trying to do is basically find a way which works and keeps people from liability but also allows the Council to do what it needs to do because there is a lot of work that needs to be done and as he is often quoted as saying, he really doesn't get a vote so that Council has to pass the laws, the resolutions and ordinances, it has to do it in an informed way and he thinks that stands for better government for the town.

The Administrator said he wanted to add one thing, the groupings of functions that there were liaison, are just mere suggestions of what the committee will deal with, it is just to help them put together an agenda and codify the areas of concern that fit under a

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particular heading of a committee. He said they can mix and change such as auxiliary police and put them in personnel and administration and it works there, that is fine; there was no attempt to do anything but make it easier for the Council to meet on a regular basis with two committee members so that they could make a report to the entire Council at a work-session and as he said the titles came from his liaison minutes of the December meeting, except for perhaps the Sustainable and Green Design which he thought was appropriate under Zoning. The Administrator added that they are doing so much under energy conservation and attempting to with grants and other forms; it just seemed like the right place to insert it.

Councilman Genovesi said he called point of order on specific notion that the Council was asked to review it and he feels they went in a million different directions so if they could return to the original topic which was those committees proposed, the breakdown. The Councilman said he had to question Mr. Mayor and the Council, he questioned the relevance of it all because the appointments, if he wasn't mistaken are up to the Mayor anyway so the crossing guards, whether it is grouped under one person or for example recycling under DPW whether it is grouped under DPW those were appointments that the Mayor is ultimately going to make anyway so basically the question for the Council is the general structure of the six committees rather than the individual assignments underneath those committees, that is the true nature of that. Mayor Hipp said he appreciates that but he believes the connection as in the by-laws they have a committee structure and he thinks what the Administrator is attempting to do is introduce at least conceptually, and give them a detailed example of how that could work. The Mayor said if he heard him correctly and he believes he did, the Administrator is inviting feedback and he thinks that Councilwoman Birdsall basically would like more outline so that she can do a better job of that and he believes that would be appropriate for him to do. Mayor Hipp said the notion that the Mayor makes those appointments and he thought he made it clear on January 1st, he is happy to do that but he believes that the Council in order to basically fulfill its legislative function has the right to name its own Chair People. The Mayor said that the Council has the power and responsibility to organize itself in a way that its sees fit so as he said he is happy to make those appointments in the even the Council couldn't agree but he thinks the Council has an opportunity which has not been taken before to really organize itself and he thinks the Administrator had come up with a wonderful way of doing it whether if particular ideas are appropriate for a committee or not, he thinks the overall idea is a good one.

Councilwoman Birdsall said she wanted to clarify that she didn't expect the protocol procedure, flow chart or whatever the next steps would be, only for her benefit she believed it is important for the entire Council to understand the process that goes along with the committees that are proposed. She said she had no problem with what is under what category, her concern is the overall process and the vision that they see is attached to it and how that would work in collaboration with the by-laws. Councilwoman Birdsall hoped that maybe they could take that action or a different action if someone else has something to propose and move into the actual guts of the by-laws.

Mayor Hipp agreed that was a good idea and asked if there were any other comments before they moved onto the by-laws.

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Mayor Hipp said he hoped they all had a chance to review the proposed by-laws that were submitted on January 1st, he opened it up for general questions and discussion and then he suggested they move into each individual clause.

Councilman Genovesi said he reviewed the by-laws and came up with many comments and thinks we should go paragraph by paragraph; his own personal feelings and he wanted to be able to express them at that time; in reading the by-laws under his own personal opinion, the by-laws are documented instruments which should regulate governance amongst themselves. He said they are also a regulatory system that they all collectively, every governing body member should adhere to and his opinion is that the by-laws not only set forth the powers and duties but also the measures of inclusion and screening over each others ability to function individually within the government. Councilman Genovesi said checks and balances should always be the root and cause and affect of the institution and subsequent amendments to any by-laws; passage and amendment of the by-laws should incorporate changes to create further checks and balances not just changes to ensure policy become stricter. He said changes must serve a purpose otherwise no changes should be made; the changes will result in further checks and balances it is his opinion that those changes should be reviewed. Councilman Genovesi said the ultimate point of passage and any subsequent amendments should be to enhance the effectiveness of the checks and balances over their governments ability to function as a unit and it should not be a method to further empower it or vice-versa restrict its current ability to specifically govern itself. He said he wanted to make those few points and hope that people will take that in mind as they go through it. He said to change paragraphs within the by-laws simply to change things with no given set outcome, no benefit to the efficiency that the government runs, he would question that moving forward.

Council President Keyes said she wanted to qualify one of the changes that she proposed and that was in Article 7 under Committees number 5 where they propose that the Mayor report to the whole Council or any specific Councilmember within a reasonable amount of time at the next regularly scheduled work-session. She said it was put out there strictly out of frustration; they as a Council feel that they are not getting communication from the Mayor and when she proposed the amendment, clearly overstep her bounds because he has any right to speak to anyone he wants to and have a meeting with anybody he wants to as a Mayor, she respects that. Councilwoman Keyes said but they have become over the last 13 months very, very frustrated with the lack of information that they get, they get their information from the newspaper, that is where they find out things that are happening and so she wanted to clarify exactly why that proposal was put in there.

Mayor Hipp said he does appreciate Councilwoman Keyes' comments and he did hear what she had to say; it had been a difficult year without an Administrator and there was certainly no intention to deprive the Council of information but the structure in his opinion was very difficult. The Mayor said obviously he is an advocate of open and free government, he does believe that the public has a right to know and that includes the press and of course they now live in the internet age so there is instantaneous

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information but what he set out to do in 2009 was to allow for a process that basically gave everyone as much advance information as possible so that they could discuss it and that is why he wanted very much so to have all agenda items available by Friday. Mayor Hipp said though the by-laws required it but the whole idea was to have the package go out not only to the members of the Council with draft resolutions and draft ordinances but also to the press and public so that they had an opportunity to see what was going on because he thinks it is difficult having stood on the other side of the dais for so many years, to be able to comment intelligently on things when he doesn't have the document in front of him to talk about and so it is an education process for everybody. Mayor Hipp said one of the reasons that he is advocating not only the committee structure but regular committee meetings that he will attend, is that will address the very issue that members of the Council have and one of the things he hadn't done publicly he hasn't complained to the Council about what he considers to be the lack of information flowing to his office from their efforts. The Mayor said he thinks it is a two way street and what he would like to be able to do is eliminate that so that no matter how they form themselves in committees that they all meet on a regular basis, its committee members and the Administrator and himself and they discuss everything that is going on because that in his judgment is the best way to make sure that things don't fall through the cracks. Mayor Hipp said it will make sure that information is being disseminated appropriately and to make sure they are operating in accordance with the law and that would be his proposal and he believes that should go into the by-laws, the committees should meet and meet with the Mayor and the Administrator and that they do so at least once a month. The Mayor said that is going to require he and Les at least six meetings but hopefully it won't require each of them to have more than a couple but that he thinks is the best way approaching it and the by-laws should reflect that the committees will meet and that the Mayor and Council committees will discuss the issues, he thinks that will eliminate the problem.

Councilman Genovesi asked if it is a general discussion or are they adhering to the by-laws Article 6, Rules of Order No. 7 where they only speak twice on an issue? Mayor Hipp said as he said he thought they would start with open comments of a general nature and then go into the particular sections. Councilman Genovesi said as it is open he wanted to make the suggestion that No. 5 which is one of the ones he flagged when he was reviewing it; his recommendation kind of works with exactly what Mr. Shenkler had proposed, No. 5 the way it currently reads is "the Mayor shall report to the whole Council of the specific Councilmember". He said as a further checks and balance system he would change it to the Mayor and the Committee Liaison, this way the ultimate responsibility for reporting what happens at the meetings doesn't fall on just the Mayor but it will be the responsibility of both the Council person and the Mayor to report back to the Council as a body and then the rest of the language they would delete out or the specific Councilmember but leave the rest of the language within a reasonable amount of time the next regularly scheduled work-session. Councilman Genovesi said he would add any meeting held or interviews conducted, he would added any meeting held within any Borough Dept. Head or Manager and continue or interviews conducted concerning any standing committee or liaison committee assigned to such Councilmembers and he would close with the last sentence being, all meetings with government agencies, legal firms or private entities should be revealed as well to the governing body as a whole. He said he

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thinks that the last clause, the way he proposed it would share responsibility amongst the Mayor and the specific committee chair. Mayor Hipp asked if he had that in writing. Councilman Genovesi said yes. Mayor Hipp asked if he could submit that as a draft for the next work-session meeting for further discussion and submit it to the Clerk for copies for everybody. Councilman Genovesi said that way they are splitting the responsibility information presentation which with the check and balance thing and he thinks that way everybody feels comfortable that all the information is being brought forward.

Councilwoman Birdsall asked to clarify, on Item 4 which seems to be underneath that; she wasn't sure if they wanted to do it now or if they wanted to start from the beginning because she does have comments from the beginning. She said Item 4 saying that all committees both standing and specials shall make all reports of their activities at regular meetings during the year and an annual report in writing at the end of the year accomplishes what they are talking about. The Councilwoman said they are talking about that they are supposed to go out, do what they need to do as they are assigned, take the information from the liaison appointments or other appointments and bring it back and at those meetings at the work-sessions and at the regular meeting, report on it to the other Councilmembers, as well as to the public so that people know what is going on in the town and they are able to comment on it. She doesn't see the need for an additional clause underneath that, perhaps maybe in Item 4 include some items that should be standard in each report such as statistics, standard report structure as opposed to adding in a whole other clause after that.

Councilman Genovesi asked if he could respond. Mayor Hipp said yes but he asked that it would be more productive in his judgment if the rest of the Council had the language that he is proposing so that there could be a comparison. Councilman Genovesi said well, no he doesn't have anything under No. 4 it is actually a clarification to Councilwoman Birdsall. The Mayor said for him to go ahead. Councilman Genovesi said he understands what she was saying, yes and that is true but he thinks what Mr. Shenkler is proposing with the new committee structure is kind of letting the left hand know what the right hand is doing; they have two entities within the government that is the Executive Branch and the Legislative Branch they happen to be Legislative and the Administrator and the Mayor happen to be the Executive along with Mr. Biviano. He said so he think its again for him looking at what was just said its kind of checks and balances once again where Mr. Shenkler will be able to know, for example what he is doing with the Police Dir., he will be in the meeting and if the Mayor is there one of them will be there so he thinks that both sides of the government know what is going on. Councilwoman Birdsall said she completely agrees with checks and balances and open communication and she thinks they will all benefit from those steps however, she can't speak to the proposal of the committees today without seeing more information on the process and the proposal so she personally can't include that in the discussion of the by-laws that they were looking at or have that help determine her decisions on those things. She thinks that flushing out what items have to be in the monthly reports would be helpful for everyone involved but she can't speak to those committees until she sees the next document that talks about the procedure.

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Councilwoman Inguanti said she thinks some of what Councilman Genovesi might be advocating for might be taken care of and again she agrees with him that there is probably language that could be put in but some of it will also be covered by the proposed changes to the work-session meetings, a Borough Engineer's report, a Borough Administrator's report and a Borough Attorney's report. She said obviously they functioned last year for most of the year without the Administrator and she thinks that to some degree is the linkage between the day to day executive functions and then the committees that the four of them have served on as liaison and with two new members so she thinks that will be helpful. Councilwoman Inguanti said she agrees with Councilwoman Birdsall in her points the inability to really talk about it with any degree of certainty at that point but she thinks it would be helpful to see the recommendations in writing but obviously then look at them in terms of the whole and some of the other changes that were being proposed. She said the other aspect of the committee changes as being proposed by the Administrator one of the things she is feeling at a deficit is that the Council has never really had an opportunity as they are such a new Council in many respects, two have served a year, one has served two years and two are brand new and it is only Councilwoman Keyes who served multiple years; they never really had a chance to sit down as a Council and perhaps a slightly less formal environment of the work-session in the Committee of the Whole Room and really look at the committees as they are. She said the ones that Les used as his source point and she thinks that might be their sticking point is that they never really had the opportunity to sit down with so many relatively new people to examine the committees as they are and looking at Les' point one of her concerns is a lot of them are lopped-sided in terms of their responsibilities; for example the Nereid Boat Club, that is an organization that there will be aspects of it that might go before the Council but its really a private organization. Councilwoman Inguanti said that maybe they need to have more discussion about the initial source of all the committees and the fact that some were added it goes to her point that they don't necessarily reflect the things they need to talk about and that is something the Mayor has made a point of is that the issues they need to grapple with maybe aren't reflected perfectly in the committees they have. She said in the interest of time and moving ahead and not losing more time in terms of appointments and the business of the Borough if and she would ask the Council President for her thoughts, if she had any problem about moving ahead with the changes that were proposed on January 1st and if they could just get through that and maybe recommend a by-laws committee that really grapple with it in terms over the next few weeks. Councilwoman Inguanti said though the Administrator was going to be away the following weeks she believes there are a lot of questions that they all still have.

Mayor Hipp said that Councilwoman Inguanti had a good point and one of the recommendations that he was going to make to changes to the by-laws is actually the formation of such a committee and the other change he was going to make as he looked at it is that there is no need for the Council to adopt the by-laws every year. The Mayor said there is nothing in the statute that requires it and if they look at the current by-laws they can be amended from time to time. The Mayor said it is a breathing document and it is not unusual for bodies to adopt a set of by-laws and forget about them, so it is in no way meant to be a criticism but it is a good idea for the governing body to take a look at it from time to time and see what still works and he thinks that was the basic theme of that night's meeting so they have an opportunity to really look at it in a way it hasn't

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been looked at in a while. Mayor Hipp said they may end up with the same document, that's okay but he thinks they have a chance to do something which he thinks would make it a much better system and help him do his job better as well as help each of them to do theirs. The Mayor said he thinks what they were doing is they were talking about specific changes that had been proposed so he would obviously like to continue on those lines if anybody had any question on that section.

Councilwoman Keyes asked what they were going to do going forward that night; was they going to look at those specific changes then. Mayor Hipp said yes, they had been and she started it with 4E and there was some discussion on that, but he thinks that other changes they could discuss as well to him if it is okay with the Council, they will talk about those changes first and then basically go over the entire document. The Mayor said no decisions have to be made that night but giving everybody an opportunity to make comments about it is very important; he asked Council President Keyes was there any other change she would like to discuss? Councilwoman Keyes asked how they should do it by starting from the beginning and go through it and whoever has changes to it or did he want to look at the changes she proposed? Mayor Hipp said he thinks the change that were proposed on January 1st would be the appropriate way to go and then they could go through the whole thing.

Councilwoman Keyes said one of the first changes that she had proposed was in Article 5. under the agenda 2B and it was looking for a certified list of bills but she thinks may have been addressed later on in the billing section, that was a minor change; Article 6 under the closed session meetings-she proposed that closed session topics may be place on the agenda, however, Council shall take no formal action during a closed session; it was actually just tightening up that section; items that may come up for discussion of a closed session nature may be placed on the agenda as long as the appropriate resolution is prepared and presented and the majority of its members are in agreement for its inclusion; she thinks that when that actually got into the by-laws maybe they put in 2/3 vote? Councilwoman Birdsall responded no not in that section. Councilwoman Keyes said that might be something. Mayor Hipp said for everyone's attention they were at Article 6 paragraph 5. Councilwoman Birdsall said she believes it says majority as opposed to 2/3. Councilwoman Keyes said is majority agreeable with everyone and asked the Mayor if he had any comment on such. Mayor Hipp said not at the present time, but what they could do is if they want to talk about agreement on sections his proposal is that they could sign off on it initially and then what would happen is that the Council would take a formal vote on the entire document finishing it up so that there is an opportunity for further discussion, what they were trying to do was setup priority then. Councilwoman Keyes asked for comment from the Borough Attorney. The Borough Attorney asked for clarification to Councilwoman Keyes in No. 5 so long as the appropriate resolution is prepared; so his question was should one be prepared in advance because they can't always anticipate or they just draft it even if they handwrote or arrange to type it there, usually they do it verbally or etch it out, does she want it handwritten or typed, how would she want to approach that? Councilwoman Keyes said she would ask the Borough Attorney that question, what is the appropriate thing to do? The Borough Attorney responded to comply and he understands her suggestion logistically they would have it handwritten or have a computer there and type it up and there is no

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legal issue with that if they can do that certainly it would be easier for everyone to see. He said the written word is always more readily understood than verbally so he agrees with her on that and if they can logistically do that. Councilwoman Keyes said it was her intention so that they have the accurate information on the resolution. The Borough Attorney said of course if a resolution is passed the intent was to pass it appropriately so if there was an error they could correct it but if they can get a computer up there certainly it would make everyone's life and his life easier. Councilwoman Keyes said she believes a written resolution is appropriate also. Mayor Hipp said the Open Public Meetings Act basically discusses what needs to be done to go into closed session, his suggestion is that they can borrow the language from that Act and incorporate it and he thinks the idea is right but he doesn't know if anyone had an objection to it but the Council has to adopt a resolution at a meeting to which the public shall be admitted. The Mayor said they always have to open in public so everyone understands. Councilwoman Keyes asked if specifies whether it is typed or handwritten? Mayor Hipp said no, there are suggestions however, that are modeled resolutions that are out there but resolutions do imply writing so there would be a form resolution and the question is always in the details and one of the issues that is discussed in the NJ League of Municipalities memo that he referred to earlier actually also talks about that. The Mayor said Mary will make copies for everyone, they may want to review that and that would answer some of her questions with respect to what has to be placed in the resolution but it has to be in writing. Councilwoman Keyes said it says prior to any closed session the Body must adopt a resolution stating the general nature of the subject to be discussed and the time when the discussions can be disclosed; the precise nature of the matter discussed may be withheld until the need for closed session has passed. She said it doesn't say how it is presented. Mayor Hipp said she was right, it does say resolution, can they do it verbal then the answer is generally no, most of the codes and models talk about a written resolution and that is what they have been following. The Mayor said one of the things the Council has not done and they aren't the only ones but they have never put into a resolution a time, an approximation of when other than very general language under the statute. Councilwoman Keyes asked if he meant when they can disclose. Mayor Hipp responded yes. Councilwoman Keyes said they just say when it is not a matter. Mayor Hipp said they may need to talk about that but he doesn't know if that needs to be in the set of by-laws.

Councilman Genovesi said his frustration is growing and he knows that the Mayor is running it as an open discussion and it is very loose and fluent and people are throwing questions but he questions the amount of actual progress that is being made. He said the issue of the by-laws were the legality behind them and a question of whether certain paragraphs in the new by-laws that were presented on January 1st were in fact okay to be presented so if he could make a suggestion, the first thing he would do is ask the Borough Attorney for his opinion on Articles in there that were specifically sighted as questionable. Councilman Genovesi said the second thing he would ask the Mayor and the rest of the governing body is go with what they know already, there's two articles in there they have already had issues with last year that need to be resolved, the first is Article 2 the President and Vice President of the Council, there was a question over who runs the meetings and what not, he thinks the State statute was sighted so if that was the case Mr. Mayor and Article 2 paragraph 1-proper corrections need to be made to that so that they are not wasting time. Councilman Genovesi said further along under Article 7

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paragraph 3 Special Committees-there needs to be clarification on that, is there a State statute that indeed allows the Council itself to form special committees and if that is the case then could they please have that statute sighted in there. He said he would start with the Borough Attorneys opinion first because he raised the questions over specific Articles in the by-laws and then he would take the next step and start with the changes they already know they need to make and then once that is accomplished perhaps they could move ahead in an orderly fashion starting with Article 1 working through Article 12. Mayor Hipp said he thought they were all in agreement on going with the proposed changes first and discussing them but if it is the desire of the Council to move in a different order than they will discuss that. The Mayor said there was a request for the Borough Attorney to render an opinion on sections to go from Article 1 on forward or Article 2 but it would basically be the meetings. Councilwoman Keyes said if everyone would like she would hold off with the rest of her comments and then they could go in order and go through the by-laws one by one.

Mayor Hipp asked they start with Article 1 which under the current by-laws it says that the Mayor shall preside over regular meetings of the Council and he asked the Borough Attorney if he was ready to render an opinion. The Borough Attorney said that Councilman Genovesi touched on it and they dealt with this issue before, the statute 48:65 of which he had extra copies if anyone needed it. Councilman Genovesi said the question was about Special Meetings not Regular Meetings. The Borough Attorney said yes he understood. Mayor Hipp said they were starting from the beginning and he thought that was what he wanted. The Borough Attorney stated that the Mayor runs all meetings in this form of government so the Mayor shall preside at meetings of the Council and may vote to break a tie it is right in the statute 60-5 paragraph C and he had extra copies even though he knows it has already been distributed. Councilwoman Keyes asked the Borough Attorney to repeat the statement as they couldn't hear him. The Borough Attorney said 40A:60-5 paragraph C read the Mayor shall preside at meetings of the Council and may vote to break a tie so the statute say unequivocally that the Mayor presides at meetings of the Council whether they are Special Meetings for Work-sessions as a meeting is defined in the statute of when there is a quorum that would be a meeting otherwise they wouldn't have a meeting or it wouldn't be deemed a meeting so the Mayor presides so as far as Article 2 goes what should happen is the first sentence could be taken out. He continued that actually they could just say the Mayor shall preside at all meetings, they could either make that part of Article 1 or he could word the language in Article 2 that would mean that and of course the Council President would preside in the absence of the Mayor and in the absence of the President of the Council the by-laws say Vice-President and since they have one they could do that.

Councilwoman Birdsall asked if what they are saying is State statute supersedes the municipal by-laws. The Borough Attorney said that was correct. Councilwoman Birdsall said and for her knowledge, from what she understood most municipal forms of government the President of the Council does preside over meetings, are they in a different form of municipal government? The Borough Attorney said that is not necessarily accurate in some of the forms they call it the Faulkner the Optional Municipal Charter Form; a city like Jersey City or Paterson the Council President does run the meetings usually what they call a strong mayor form as well. He said in the Borough form

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of government and in most forms of government the Mayor runs the meeting but yes she was correct for the forms of government and she may be familiar with other forms which the Council President and in fact the Mayor doesn't have to go to the meetings, the Mayor doesn't vote. The Borough Attorney said but in the Borough form which is what he was reading from, the Mayor presides.

Councilwoman Inguanti asked if there was any provision regarding the committee discussion, is there any distinction made over when the meeting is called the Committee of the Whole in terms of it not really being a regular meeting but more of a meeting of the Council Committees in terms of the Council President presiding in the Borough form of government? The Borough Attorney said no the meeting is defined in the Open Public Meetings Act and the meeting says essentially that they need a quorum and otherwise it is not a meeting other than that it is not defined any other way. He said it is governed by the Open Public Meeting Act Title 10.

Councilman Sasso asked if they were changing it instead of the President of the Council shall preside over all work-sessions? The Borough Attorney said sure the Mayor runs work-sessions, would preside at the work-sessions so yes they are changing it. Councilwoman Birdsall asked that is based on the interpretation of the word meeting, was that correct? The Borough Attorney said no, it is based on the Borough form of government, that states the Mayor shall preside at meetings of the Council so what would happen he suggested that in Article 2 the first two sentences would be taken out and then start within the absence of the Mayor, well he would reword it and just say the Council President shall preside in the absence of the Mayor and continue from there.

Mayor Hipp asked if any one had questions in Article 3 – Duties of the Clerk. As no one had any questions the Borough Attorney moved onto Article 4 - Quorum. The Borough Attorney said the last clause is confusing, it is not clear and if it is not clear it shouldn't be there; a quorum is a quorum but what it reads that a smaller number may meet in adjourned from time to time; he wasn't sure what that meant maybe it was meant to be placed somewhere else because they don't have a meeting unless they have a quorum so perhaps that clause was intended for a committee or something other than a meeting because it doesn't belong under quorum and if it is not clear, and its not he doesn't want to imply what it might mean, the implication is that they could have a meeting with less than a quorum which everyone knows they can't. He said a meeting is defined in the statute under Title 10 so if it is not clear it should be stricken it is only confusing and that is his recommendation.

Councilwoman Birdsall said under that Article would it be appropriate to define effective majority and perhaps elaborate on that in that section so there would be some clarity. Mayor Hipp said that was a good idea and he would also add that under 40A:60-3 which is the Organization Officers in Meetings they will find that quorum is defined in the statute; three councilmen and the Mayor or in the absence of the Mayor, four councilmen shall constitute quorum for transacting business. The Mayor said there was nothing in the statute which could allow for a different quorum requirement; an effective majority he thinks was a good idea and they could put that into a separate clause under Committees to discuss the need to avoid an effective majority but as he said previously an effective

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majority under the case law basically could mean in their form of government could mean as little as three. Councilman Genovesi asked for clarification because in the documents presented to them it said an effective majority of the Borough Council is three members, which is because the Council consists of seven members, they do not consist of seven members. Mayor Hipp said no he didn't know what article the Councilman was referring to but he did know that the Council consist of six members and the Mayor so it is a seven member governing body, it's a six member Council and in their form of government what they have is if the quorum as defined by the statute is three Councilmembers and the Mayor and say that was who showed up at a meeting, that Body is empowered to take action and they have to remember the Mayor doesn't vote. The Mayor said if they had a quorum of basically three Councilmembers and they voted on a resolution that is just as binding as if they had a full membership present on the Governing Body so that is why an effective majority is different from a quorum and they could put it in there. Mayor Hipp said if they want to put it in the quorum that was fine but he thinks it was not just a matter of defining what an effective majority is; it is also why that could be a problem and why they want to avoid it. The Mayor said he thinks it should be in the by-laws but it may be in a new section. Councilwoman Birdsall said her interpretation was that it also gave some direction as to how many Councilmembers could, if two of them are speaking that it doesn't pose a violation of either the effective majority or the quorum issue and she thought putting numbers to it was helpful. Councilman Genovesi said he doesn't think the language of effective majority needs to be mentioned in that because it is obvious under that court order, if he wasn't mistaken, it defines it as seven members of the Council and they do not have seven members of the Council; it is clear it doesn't say Council and Mayor it says Council so he questioned the point of bringing up effective majority if they don't have that prequalification, why put it in. He said quorum is defined as three Councilmembers and the Mayor or four Councilmembers, effective majority says seven Councilmembers they do not have a seven member Council, they have a six member Council and a Mayor he questions why even put it in the by-laws if they don't have it; what is the relevance of it? Councilwoman Keyes asked Councilman Genovesi what he was referring to. Councilman Genovesi responded it was the document that everyone received that night from the Borough Attorney. Mayor Hipp said for the purpose of definition it does define an effective majority of the Borough Council is three members so in order to make a distinction between an effective majority he thinks they need to do it. Councilman Genovesi said based on a seven member Council. Mayor Hipp asked if he was suggesting that an effective majority is two. Councilman Genovesi said he was not suggesting anything, he was just saying what it says and he is questioning why they would put it in the section and not rather what the Mayor suggested in a different section. Councilwoman Birdsall said she had no preference as to what section it is in; she just thought that effective majority may help in the by-laws as a definition for guidance for the governing body. The Borough Administrator said why don't they try to draft something. Mayor Hipp said that they will have the Borough Attorney, if that was okay with everybody, draft a section for review.

The Borough Attorney said on Article 5, if there were any other questions, Article 5 paragraph 3 on page 4; the only question he had was deciding to preclude any problems in the future and he read from the second line "no item of business shall be introduced at a Council Meeting which does not appear on the agenda except in an emergency". The

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Borough Attorney said they should define what an emergency is, whatever that is, whatever the Governing Body decides that is; at least they have the Governing Body's by-laws, at least they would have the definition or an understanding what constitutes an emergency or maybe emergency isn't the right word but in either case to decide when they want to make an exception what is it based on. The Borough Attorney continued it should be some kind of definitive process as to what constitutes an exception there because there are exceptions of course; they don't want the exception to swallow the wall but at least some how define that.

Councilwoman Birdsall said she had a question prior to that, and maybe it wasn't appropriate to be under Article 5 but if they could better define or discuss the process for having items to be put onto the agenda for discussion. She said Article No. 1 All matters requiring the attention of the Mayor and Council at any meeting shall be filed with the Borough Clerk not later than noon on Friday before the meeting but she didn't know if there was a protocol or procedure that is written somewhere as far as having things added to the agenda. The Borough Attorney said that was less of a legal issue and more of a process issue among the Governing Body as to how much notice they have and how much time they would like to prepare for something. Mayor Hipp said basically the practice is that any member of the Council can suggest items for the agenda it just has to be done the Friday before the work-session and they have an agenda meeting usually the Thursday before and last year he invited the Council President and Vice President to attend at various times but basically it is open to anybody who wants to show up but it consists of himself, Borough Attorney, Borough Administrator and the Clerk and the idea is to go through an agenda which is prepared by the Clerk and discuss what happens, what goes where so that everybody has something and if they could get it in by Friday then that means everybody on the Council and public which it will be available will have an idea of what is going to be discussed at the next meeting. The Mayor said he thinks that is an appropriate way to do it because it gives adequate notice to everybody as to what is going to be happening and as he said what he would like is something in writing or have the Borough Attorney if it is going to be a resolution or ordinance obviously the Borough Attorney should be consulted so that they could be drafted properly and if there are any questions. Councilwoman Keyes stated shouldn't it be submitted by Thursday so it is in time for the agenda meeting? Mayor Hipp said well that would be perfect and if the Council agrees with the committee concept that was discussed that night, actually a lot of that will be eliminated not all of it because things come up but after the Committee meets and discusses it they know what they need to discuss for that meeting and that could help keep the time down because they will be able to control the business that needs to be handled in a particular point of time. The Mayor said Thursday is good, Friday is the latest but Thursday would be the ideal time. Councilwoman Birdsall asked if that would be worked into the by-laws as opposed to that being the policy, should something like that be worked into there? Councilwoman Keyes said yes, why couldn't they change 1 on the agenda to say shall be filed with the Borough Clerk in time for the regularly scheduled agenda meeting. Mayor Hipp said which is Thursday at 3:00. Councilwoman Birdsall said she would add, shall be filed in writing and is there a certain preference for mode of that is it via email to the Borough Clerk, cc to the Mayor and Council, is that appropriate? Mayor Hipp said he is a little concerned about emails. The Borough Attorney said maybe even Wednesday so that way when they are discussing it on Thursday that have it in front

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of them. Mayor Hipp said he was trying to give the Council as much time as possible to get the agenda down, if they want to go back to Thursday that would be fine with him, Wednesday is fine with him but they are cutting themselves short as the package goes out Friday at noon. Councilwoman Birdsall said it is really more the process, the appropriate protocol and she doesn't know if that was already defined, she didn't notice it in her review of the by-laws.

Councilwoman Inguanti said because she thought it was really going to take awhile at the rate they were going, she wondered that because they are contemplating so many, and she didn't mean any offense to the Councilwoman, but because they are contemplating such significant changes in terms of the basic structure as proposed by the Borough Administrator, she was wondering if in the interest of getting things going for the year and looking at it as maybe a process that could take a couple of meetings to flush it out and find the kinks to make it work together that maybe they should focus on what the Borough Attorney brought up as the issue of an emergency. The Councilwoman continued to say what is an emergency to her it would be a personnel issue, or public safety issue that arises after the agenda. The Borough Administrator said or a contract that needs to be awarded. Councilwoman Inguanti continued that a lot of that would be an emergency issue because a personnel issue would probably wind up going on as a closed item but she thinks it is important to understand that one of the concerns was that which was a frustration echoed by some of the public, was that they were having closed session meetings at a regular meeting or sometimes at a work-session and she appreciated the Mayor's concern that the first start of the year they were having them after the main meeting and it was 11:30 at night and dealing with incredibly difficult issues so that the change was to make it earlier in the evening but then that cheated the public who was showing up at 8:00 and they were in a closed session. She said the concern is to keep the closed session items as controlled as possible and if it is an issue that requires significant deliberation and negotiations that maybe it is a call for a special meeting, obviously they would start an open and go to closed but on a different night. Councilwoman Inguanti said typically with Item 3 on page 4 is trying to grab a hold of is the idea of they shouldn't be loading up the agenda at the work-session or at the regular meeting unless there in an emergence that it happened that day that they might discuss with the Council so if they would agree that emergency issues at the Borough Attorney's suggestion define that as issues affected public safety or personnel would that meet with the Council's approval, just for then?

Councilman Genovesi said the easiest way to solve it is to create the language as Councilwoman Inguanti stated, the language is pretty simple, anything that needs resolution or action taken, immediate action such as something that needs to be sent to Trenton or if it is emergency roadwork that needs to be signed off on. Councilman Genovesi called for a point of order. Councilman Genovesi said the easiest thing to do Councilwoman Inguanti, is to specifically define the language very carefully and that being matters that need immediate action or resolution.

Councilwoman Birdsall said she would just add in, requiring immediate action within the next 24 hours, a time urgency because if they define it too narrowly it is more difficult so 24 or 48 hours.

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The Borough Administrator said he agrees that time sensitive issues can range anywhere from personnel or contracts that have to go out before a specific deadline or the COAH, a report or whatever it might be; things happen at the last minute and emergency covers a whole host of activities and he thinks time sensitive is a better definition.

Mayor Hipp said the Open Public Meetings Act does provide some guidance, it talks about emergency and basically it talks about in terms of Open Public Meetings and adequate notice but it may be useful; the Open Public Meetings Act describes it as matters of such urgency and importance that a delay of consideration could likely result in substantial harm to the public interest. The Mayor asked them to look at that as it might be a way and they don't have to use the word substantial but that is language which is appropriate for holding an emergency meeting in the first place. Mayor Hipp said he thinks that a better definition needs to be taken.

Councilwoman Birdsall asked for clarification on the consent of 2/3 of the members of the Council if that remains because it is accepted in emergency or by the consent of 2/3 of the members of the Council. She said her concern was how does that affect the public and perhaps it doesn't.

Mayor Hipp said the problem was that it is an exception that they could drive a truck through, a technical matter is that they don't have consent of 2/3s so that would have to change. The Mayor said it would be consent or 2/3 of the members of the Council present and he is concerned about that section because if they are going to the length to describe what is an emergency addition when all they have to do is have the members consent to anything, doesn't that defeat the purpose.

Councilwoman Birdsall said when she was reviewing it she marked that section off to ask the question as to the language. Mayor Hipp asked for any comments. Councilwoman Birdsall asked if that stays or if anyone else on the Council had any comments on that.

Councilwoman Inguanti said she is concerned about limiting themselves and their ability to add to the agenda too much because she knows stuff comes up at the last minute and she was wondering if the Borough Clerk typically and what is the requirement of the law that the agenda has to be available to the public prior to a meeting and to the press, are there rules governing that, is it 48 hours? The Borough Clerk stated that notification of the meeting has requirements but she wasn't aware of any for the agenda itself. The Borough Attorney stated that the only time the public would need to know the specific agenda is if it was a special meeting otherwise the Borough Clerk is right, that it is advertised at the beginning of the year and so they don't have to do anything more than that. Mayor Hipp said that is correct, however it has been the practice of the town and others and he would encourage that it continue that they make the proposed agenda along with as much documentation as possible available to everybody by the Friday before so he would be concerned about a change in that. The Mayor said he didn't know if they could change an agenda by consent or by 2/3 majority why do they need an

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emergency section, that is his question, there didn't seem to be any limitation on the use of that option.

Mayor Hipp said for further consideration he suggests the Borough Attorney draft a section for review based upon the comments. Mayor Hipp said Article 6 – there were no additional discussion on that Article.

Mayor Hipp stated the Borough Attorney had a concern about Article 7. The Borough Attorney said based on the some of the proposals.

Councilman Genovesi asked if they skipped over Article 6. The Borough Attorney said they addressed emergency and that was all he had. Councilman Genovesi said that wasn't Article 6. Mayor Hipp said that was Article 5 and Article 6 is the Annual Organization Meeting and Special Meetings and Meetings. Councilman Genovesi said he does have a correction; Article 6, Section 5 – Closed Session Meetings is says the Council shall meet in Closed Session and he doesn't think that is a fair reflection of the membership at the Closed Session. He said it should be the Mayor and Council or the Governing Body shall meet in a Closed Session that is better reflective of what is actually taking place there. Councilman Genovesi said further down; no member shall disclose to the public should be changed to no member of the Governing Body or employee of the Borough shall disclose to the public any discussions and again that is just check and balances from there. Councilwoman Keyes stated that she didn't know it. Mayor Hipp said for clarification no member. Councilman Genovesi said as President of the Council she can clear anytime she wants. Councilwoman Keyes thanked them and stated that she didn't know if they had any jurisdiction over she thought he said department heads. Mayor Hipp said that was his question because he didn't hear it; did Councilman Genovesi say no employee? Councilman Genovesi said no member of the governing body or employee of the Borough shall disclose to the public any discussion taking place; what he was trying to say is if there was an employee of the Borough who happened to not be a governing body member in the room do they have the oversight to ensure that they do not reveal information they are not supposed to be revealing. Councilwoman Keyes stated she didn't believe they did. The Borough Clerk asked wasn't that in the Open Public Meetings Act in the Sunshine Law itself? Mayor Hipp said a perfect example is when there is a personnel issue and the effective member is invited into the Closed Session, the question is or the suggestion is can they put in the by-laws that they couldn't speak to the public. The Mayor said the question from the Council President is do they have the right to do that so if he had it framed properly he asked the Borough Attorney. The Borough Attorney said the people they would invite to the Closed Session if they were discussing if they were an employee there or someone who is not an employee, they would be part of the litigation group so to speak and they've always expressed at the time that whatever they discuss is private. He said the by-laws are how that Body is going to function not what other people are going to do so they are really establishing a policy for how that Governing Body is going act and process in this process of government. The Borough Attorney said they can't have other policies that are related to that to say that even in a personnel policy, a related policy that says that if an employee is invited to a private session they are not to reveal what was discussed and that could be part of a policy. He said it may not be necessarily in the by-laws but that doesn't mean the

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governing body can't establish a policy which would have the same effect. The Borough Administrator said he had a comment in Paragraph 3 – Committee of the Whole; in an effort to better organize the meeting and start meetings on time and finish in a timely manner he thought some language in the paragraph could read in the event that professional consultants are scheduled to give testimony or individuals are asked to provide special presentations on specific titles before the governing body, then the Council may elect to begin work sessions at 6:30 p.m. and such action shall be advertised 48 hours in advance of the meeting in compliance with the Open Public Records Act. The Administrator stated that doesn't happen frequently but when they do have a professional consultant come they generally as a courtesy they address their comments first and they run out of time at the work-session, they start the public session late, they finish the public session late, if they finish the work-session at 8:00 or didn't finish the session at 8:00 the intent of the language is to go to the regular meeting and after that go back into a work-session. He said to put some parameters on the timing of the meeting and to give presentations and whatever else may come up, it is going to take a lengthy period of time he thought they could start a half-hour earlier and finish on time.

Mayor Hipp said that wasn't written in the Administrator's draft and he asked the Administrator to direct members of the Council to that page so they could look at it. Councilwoman Birdsall stated she believed it was page 5. Mayor Hipp announced it was page 5. Councilwoman Birdsall said in that section it says the second Tuesday of each month as opposed to the third Tuesday of each month. The Administrator said he put that in order to give the Council members more time to gather their thoughts, do research and be able to report back to the Council at a regular work-session if they had that extra week. Councilwoman Birdsall said her only immediate thought is that the Board of Adjustment meets on the second Tuesday of each month in that room which tends to be some large hearings at times. The Borough Administrator said that would be a work-session. Councilwoman Keyes said since they were talking about the specific changes to the different areas of the by-laws, they should stick with that for then and go with the third Tuesday, but she likes the idea if they have something scheduled as professionals going in for different presentations it is not a bad idea to start a half hour earlier as they have done that in the past. The Mayor said in echoing an earlier comment, the idea of closed session meetings actually being special meetings, they might want to do a lot more of that during the year as opposed to trying to squeeze them into regular meetings and work-session meetings if at all possible and again they would have to be noticed.

Mayor Hipp said they were in Section 3, Article 6 Meetings. Councilwoman Keyes made a suggestion for when they get the new copy of the proposed amendments to the by-laws, that the changes be red-lined so they could see them against the existing set. Mayor Hipp agreed and asked for any other comments on 3 and if not they would go to 4.

The Borough Administrator said he had a suggestion in paragraph 4, at the end to add the following sentence again in the effort to start meetings on time and have everybody heard; he added the words time permitting, a Council may hear other issues at the work-session after agenda review is completed. He said what he was getting at is the first order of business at a work-session before a regular meeting would be agenda review for the meeting that was next and if that agenda review takes 35-40 minutes and they

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have 20 minutes to go before 8:00 they could certainly entertain other issues on the agenda and up until 8:00 when they go on the dais if they haven't finished they go back to the work-session after the meeting on the dais and finish up whatever work they didn't do before. The Administrator said the regular council meeting shall begin promptly at 8:00 and that was in response to several comments as they all know they received from members in the audience. Councilwoman Keyes said for clarity he was saying at a work-session the night of the regular meeting they go through their agenda if they have time left before 8:00 and they come out to the dais and they had other issues they'd like to raise that are on the agenda they could talk about them until 8:00 but if they'd like they could go back in to a work-session after they come out of a regular meeting. The Administrator said not exactly, if they had 15-20 minutes left and there were other issues remaining on the agenda they would go into that agenda and finish as many items as they could but if it were 8:00 or they may want to break and go on the dais to keep their schedule and go back into a work-session to finish up what other issues they hadn't completed. Councilwoman Keyes said he was very optimistic. Mayor Hipp said it was food for thought and what they also want to do is encourage general discussion, they have the business they have to do if they had time and they want to make use of it then they could do it, he would suggest they do it at the regular meeting as part of the agenda but it could be a work-session because it would just be a continuation but that is something they could finalize later on.

Councilwoman Keyes said Article 6 is where she proposed that they already had the engineer's report on the agenda, but then they put in the Administrator's report and the Borough Attorney's report so that is good and if everybody agrees with that. She said that under the business under the regular meetings she was proposing to remove the second hearing of citizens and strictly because of living through the last 13 months and having many, many midnight adjournments, she believes that the residents could speak about anything they want in the hearing of citizens. Councilwoman Keyes said it doesn't have to be on the agenda, it could be about any topic so she was not sure what they all gain by that second hearing of citizens; maybe gain was not the right word, yes they are listening to the residents but if they had something they really wanted to talk about they could talk about it at the first hearing. She said she didn't mean any disrespect to the residents but it becomes very late at night and it is 11:30 at night and they're trying to make decisions about ordinances it's very tiring and they lose their train of thought sometimes, she could only speak for herself. Councilwoman Keyes said she thinks that being there till midnight after starting at 7:00 is a little much and that was the reason for her suggestion for taking the second hearing off.

The Borough Administrator said he understands that suggestion if the Council desires to have that second hearing of the public, he suggests that the first hearing of the citizens be confined to items on the agenda only and then on number 11 the second hearing of the citizens will give them the opportunity to speak on any topic.

Councilwoman Birdsall said this was always in her thought process, sitting and waiting in turn to speak in the audience it always struck her that the hearing of citizens was too earlier on in the meeting, she would prefer that as a resident to hear the roll call, the essential items, the consent agenda, hear a quick report on the committees and then

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have time to speak based on what was reported by the committees. She said she found it difficult to have her thoughts or expressions she wanted to ask the governing body right at the beginning of the meeting, some people come prepared for items that they wanted but actually hearing the committee reports many times that adds an area that they want to ask so in her head it goes down to moving number 4 under number 6.

Councilwoman Inguanti and Councilwoman Keyes said that was a good idea. Mayor Hipp said the only concern he had with the proposed changes with respect to the Borough Attorney's report is that very often the Attorney is providing legal advice and if it is simply a matter of pending litigation and a brief report but they have to understand that with respect to a lot of matters that are pending, those matters are more appropriate for closed session discussion so it is a little unclear. The Mayor said he thinks they need to clean it up but he would prefer that the Attorney's report, in every month would give clients, institutional clients a list of pending matters, very rarely do they involve attorney advice but if they did obviously it was confidential but if they could have a method of doing it so that confidential and attorney client privilege communications are not disclosed he would have no problem with that otherwise he thinks they need to do it in closed session. Mayor Hipp said with respect to the Hearing of Citizens, it was his idea and what he did want to do was because it occurred early on it would be inappropriate for members of the public to comment on Council action after it was taken and he likes the idea of doing it in the middle and seeing how it works but he believes that members of the public, as the Open Public Meetings Act requires governing bodies to set aside a portion of their meetings to allow public comment. Mayor Hipp said that is only for governing bodies and boards of education but the manner in which it is done is up to the governing body but he is an advocate of more public participation and more opportunities so that is why he felt they should have two and by the way that used to be the practice of the Council for years, there were two opportunities for the public to speak, early in the meeting and later and all he really wanted to do was reinstitute it so it was something they did before but those were his comments on it.

Mayor Hipp said with respect to any legal issues he asked the Borough Attorney if he had any comments in Article 6. The Borough Attorney responded no.

Councilwoman Keyes asked if they could qualify the report by the Borough Attorney to exclude closed session items, pending litigation. Mayor Hipp responded yes and he asked the Borough Attorney to tighten it up so that he knows what kind of report could be given safely. Councilwoman Keyes said things that they may have asked for like information on proposed ordinances and things like that.

Councilman Sasso said in Section C & D since they changed it in the previous page from the second Tuesday in the month and the third Tuesday in the month, he just wanted to make sure.

Councilman Genovesi said he agrees that the second hearing of citizens should take place; it's late at night and he gets that, sometimes it is one of those that has often run through his mind when people have suggested it but he thinks it is an important part and his point of view is specific to one cause. He said the public is sitting listening to what

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was going on then and a lot of times issues develop throughout a meeting which someone wants to comment on and to offer only one opportunity to speak whether it is in the beginning or in the middle something may arise later. Councilman Genovesi said he was advocating for whenever the hearing of citizens is to allow them to respond to whatever has happened in the meeting so if they believe it is in the middle or later than that is fine for whatever gives the public an opportunity to comment on what was going on. He said they sit there for three, four hours with them and he is sure there is a lot that they like or don't like, or what they want to say or be made known and they should be afforded the ability to do that and they should go out of their way to do that.

Councilman Genovesi said he didn't know for he just received the comments from Les so he was sorry for having to go through it; he was working off the one he had at home that Council President Keyes distributed amongst the Council. He said the curfew issue of 11:00 pm is noble. The Borough Administrator said that wasn't him. Councilman Genovesi said it was underlined so he thought everything that was underline was from the Administrator. It was from Councilwoman Keyes. Councilman Genovesi said he understands where she was going with that but do they really think that was feasible; he highly didn't such as nights when the finance agenda's loaded down with hours worth of ordinances, resolutions that they will get out by 11:00. Councilwoman Inguanti said her resolution for the year is brevity. Councilwoman Keyes said it may be waived by 2/3 vote of the Council so if they find themselves at 11:00 they aren't going to jump out of their seats but she would love it to be the goal. Mayor Hipp said he thinks it is a worthy goal and hopefully if they could structure it, they actually will be able to achieve it without having to have votes. The Mayor said they could actually plan the work that needs to be done.

Councilwoman Birdsall said along with what Councilman Genovesi is saying perhaps if they could give a little bit of structure to the committee report, a timeframe that they have one hour to accomplish committee reports just to add a little structure to help move things along to hit the 11:00 timeframe. Mayor Hipp said in the current by-laws there was a limitation not only in public but on Councilmember of five minutes each; he said it is a ruling of the Chair but if the debate is going on and it is fruitful and productive they don't want to elevate form over substance. Councilwoman Birdsall said she just meant for the reporting section for what is going on they should be able to go through those items in relative levity so they have time for the hearing of the citizens and debate.

Mayor Hipp asked for anything else on Article 6; the only thing on the 11:00 curfew he assumed it is 2/3 of the vote of the Council present and that is the only clarification because they are going to have to start making distinctions between full membership votes and votes based upon the number of Councilmembers present. Councilman Genovesi said in Article 6, E when a question has been put and decided it shall be in order for any member who voted with the majority to move for reconsideration thereof provided the same shall be moved the same day or at the next regular meeting. He asked for clarification, did it mean for instance if he was against an ordinance and he is the only vote against it or one of two against it clearly in the minority, he cannot bring that up for reconsideration or ask to rescind and ordinance or resolution, is that what that says? The Borough Attorney responded yes, that is taken verbatim from Robert's Rule of Order.

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Councilman Genovesi said so what the Borough Attorney was suggesting cannot be changed? The Borough Attorney said he didn't know that anyone was changing it. Councilman Genovesi said he thinks it should be cleared up a little bit because there are certain issues that may have voted the minority one month but if they were allowed to explain to their colleagues a little bit better then they could turn an issue around or turn a resolution around and he thinks that part of being in government is also proving their case and sometimes they need a little more time but he is saying that is an absolutely fixed item that can not be changed. The Borough Attorney said that is according to Robert's Rules the idea is that they convince a member of the majority to be on one's side and then to have a re-vote that's how a member of the majority voted has a change of heart. He said again that was taken from Robert Rules. Councilman Genovesi said the only way they can rescind something is if they voted in the majority. The Borough Attorney said he means if there is a particular item like that it doesn't mean the Council can't revisit it, it depends on what it is; that is pretty constant principles. Mayor Hipp said what it is under Robert's Rules is a motion for reconsideration, which is a specially defined kind of motion and what it is designed to do is prevent a minority from basically obstructing the progress of business of the Body by constantly making motions for reconsideration that the Council had deliberated on and had already resolved by a vote. The Mayor said if they were in the minority or voted against it they would constantly be bringing those motions up forcing the Council to reconsider. Mayor Hipp said a different result obtains if a member of the majority has basically changed his or her vote after due deliberation then it seems to be more appropriate when one of the members has changed the vote against something that was supported to ask the Council to reconsider it again that is actually true in close votes. The Mayor said that is why that provision is in Robert's Rules. Councilman Genovesi thanked them for the clarification.

Mayor Hipp said with respect to Article 7 – Committees –

his suggestion was based upon Les Shenkler's discussion do they want to await further discussion on that after his submission on the 24th, that is his suggestion. Councilwoman Keyes said yes she would like to wait. Mayor Hipp said the same thing with Article 8 – Duties of Standing Committees which bring them to Article 9 – Ordinances.

Councilwoman Inguanti said a point of clarification as regards to Committees – page 8 paragraph 1; the Borough Attorney brought up that there was some vague language in that as regards to liaison assignments or appointment to boards or body's of the Council of the Borough and she wanted to clarify because it was something that Councilman Genovesi was asking about earlier in that evening. She thinks it was a question that maybe all the Councilmembers have is where the mayoral appointments begin and where the Council forming itself into committees begins and ends. Councilwoman Inguanti said that was one of the concerns brought up on January 1st was that he would prefer that by and large the committees of the Council that he did not want the responsibility of assigning liaison posts to the Council, he wanted the Council to form itself and its own committees and liaison post, is that correct? Mayor Hipp said well it is to Council Committees and if they look at the statute under the powers of the legislature, they actually do form their own committees however, the language that was proposed goes beyond that and it talks about any Borough Board or Body Council Liaison and that is

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a different thing. The Mayor said the problem that maybe he understood it, and he didn't want to speak for the Borough Attorney but it is a problem that he had, he doesn't understand what that means. The Borough Attorney said that at the reorganization meeting he suggested and he made an attempt at it that he had right with him to distribute, that perhaps in three sentences they could address it. He said as far as the Mayor's appointments that's defined in a whole group of different laws and regulations as far as what the Mayor's appointments are, but Council appointments it's not so clear because they don't mention them but the idea is that they don't interfere with the purview of the Mayor's office. The Borough Attorney said he had it, he edited a little that night and he passed it out to the Council and he said that he would redo it in three sentences and he did but again subject to taking a look at it. He continued to say essentially what is not reserved for the Mayor, the Council could do provided there is nothing else in the law that says they can not and again there is not a whole lot of specifics as far as what a Council can do with appointments, the Council can have their own committees provided they don't interfere with whatever committees that the Mayor appoints. The Borough Attorney said a lot of them are in the statute, some are in the ordinance at least that way in three sentences the intent is not for one the governing body to argue over who gets the appointment; the Council Committees will be the Council and the Mayor certainly has his appointments to the Planning Board and such some with confirmation and some aren't defined by statute. He said the rest the Council could do unless there is some law or case law out there that says no but as they come up they could adjust them but at least it is not the intent of the governing body to interfere with each others jurisdiction.

Councilwoman Inguanti said she was looking at the Planning Board statutes that day and the Class 3 Member, a member of the governing body to be appointed by it so it just seems that is a point of clarification that the Class 3 Member on the Planning Board is a member of the governing body appointed by the governing body. She said the Mayor's is the Class 1, and the all of the citizens that serve on it. Mayor Hipp said as well as Class 2. Councilwoman Inguanti said right, but for the Board of Adjustment there is no member of the Council that sits on that and she believes the Mayoral appointments to that are subject to Council approval but to the Planning Board they are not. Mayor Hipp said that is correct. Councilwoman Inguanti said she just wanted clarity to that, she couldn't find Board of Health and things like that but she thinks that is maybe where some of the confusion on January 1st was that just to have clarity about what the Council's obligation to appoint and approve and the Mayor's obligation by statute to appoint members of boards and bodies but they could address it in more detail later.

Councilman Genovesi said just to clarify the liaison duties or the committee duties have already been assigned on January 1st by the Mayor so really that discussion is the rest of the appointments meaning Local Assistance Board, Rent Board that type of thing but that is outlined in the Administrator's new ideas so what are they trying to figure out at that point? He said the assignments have already been assigned January 1st the committees if the Council accepts will be done as prescribed by the Borough Administrator so how exactly are they going to write that into the by-laws. Mayor Hipp said the Administrator is going to take a stab at providing framework for that; with respect to the appointments on January 1st, he was happy to make them but as he also said basically the only reason that he thinks the Mayor in the Borough does it is simply as a matter of

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convenience. The Mayor said he doesn't think any Mayor should use that power abusively and so as they all knew he requested in early December that they provide him with all of their preferences and his view was that whoever wants what they want, then they would be appointed to that position understanding that they all have a lot of responsibilities so they should try to share the burden as equitably as possible. Mayor Hipp said he thinks that the Body is just as capable of selecting its own members and if the by-laws are amended he sees no reason why the Council can not reform itself in accordance with the committees elect a chairperson and a vice-chairperson for each committee and have those committees function. The Mayor said as Mr. Shenkler indicated the idea of liaisons basically is going to disappear under that because it's not that they are not going to have contact but the concept of liaisons working with various departments and organizations is not the same thing as a committee working on those same subject matters. Mayor Hipp said that is how he would envision it working if the Council adopted a set of by-laws where it formed committees and then had a procedure for electing those committee chairs then that would take place immediately so they would have a Council Meeting where elections would take place for Committee Chairs or they could leave it up to the Mayor. The Mayor said that is up to them, what they want it to do is they want it to work and he asked if there were any other questions or suggestions? Seeing none the Mayor said they will revisit the clauses again with more information available at the meeting on the 27th.

Article 9-The Borough Administrator said he added in paragraph 1 after the governing body and before it is presented for introduction he added three days before it is presented. Mayor Hipp said yes that was correct and again they will discuss that after they had a chance to digest it.

Mayor Hipp said moving to Article 10 – Purchases; he confirmed that everyone had the amended pages from Mr. Shenkler.

The Borough Administrator said what he did was to update the by-laws to bring it into compliance with today's standards; he added words to paragraph 2 the Administrator may delegate the review and approval of requisitions for purchases costing up to \$3,150 to the purchasing agent. He said \$3,150 is 15% of \$21,000 which is the State limit, the delegation must be in writing, filed with the Borough Clerk specifying the classes over which the authority is delegated, purchases over \$3,150 and under \$8,000 may be approved by the Administrator and must have three written quotes attached to the purchase order. The Borough Administrator said purchases under \$1,000 can be delegated to department heads however, three oral or written quotes should be obtained. He said purchases over \$3,150 and up to \$17,500 which is the limited as set by the statute must be obtained through a formal request for quotes and a formal request for quotes is developing either a contract purchase or a set of specifications that are publicly advertised; any purchase over \$17,500 must be advertised in accordance with the local public contracts law NJSA 40A so on, published in the Borough's authorized newspaper and be in contract for. The Administrator said that means that anything over \$17,500 has to have a technical spec or purchase spec depending on the item and a boiler plate attached to it published in the newspaper and awarded as they would any other contract. He said the other change that he suggested for paragraph 3 which follows that he just added the word after to the beginning of the sentence so it reads after the requisition is

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approved by the Administrator or his or her delegate the Chief Financial Officer shall certify the availability of funds.

Mayor Hipp asked for comments and stated that was in compliance with statutory authorization. Councilwoman Birdsall said in reviewing it and she was seeing the numbers of \$1,500 in the current economy should the amounts be lowered so she said the authorization prior to that proposal she thought maybe they should look lower but yet that proposal and the guidelines established by the amounts that they are authorized to do is much higher. The Administrator said the number currently is \$500 for the Administrator. Councilwoman Birdsall said that is for the Administrator she thought it was \$500 for the purchasing agent. The Administrator said they don't have a purchasing agent yet. Councilwoman Birdsall said if it is a cost over \$500 it has to go through what additional approval. The Administrator said yes, either the Council which there are several things they could do, what he showed in the revised fashion there was compliant with the statute; the original by-law that it was based on dates back to 1995 there isn't many things they can purchase for \$500 today and it would just add to the cumbersomeness of operating government. He said he tried to give more responsibility to the Dept. Heads and more responsibility to the Council because between \$8,000 and \$17,500 the Council will have to authorize an RFQ or a request for quotes and anything over \$17,500 will remain the same because it will be treated as a complete contract as they would in construction in purchasing perhaps a telephone system as in perhaps purchasing computers. The Administrator said a lot of those things that they purchase are all State contract so they've already been bid and awarded to certain vendors in the State, those purchases do not need to go through that process, they can buy off State contract at whatever limit the delegation or the threshold of authority is. Councilwoman Birdsall said she didn't want to make government more cumbersome because it is cumbersome enough but what she is hesitant in given economy to loosen the purse strings as opposed to tighten them and maybe she is interpreting it incorrectly.

Councilwoman Inguanti said she was wondering as she was listening and reading it over if the Dept. Heads have operating budgets and maybe there needs to be something in the by-laws about not to exceed a certain amount because she wouldn't want them to spend \$1,000 this week and \$1,000 the following week. She said it seems that while she has complete trust in their Dept. Heads to use discretion and all that, does he think there should be something about that not to exceed or not to exceed the budgeted expense, petty cash or whatever the Dept. Heads have in terms of their operating expense for those types of purchases. The Administrator said those purchase orders from Dept. Heads still have to be approved by the CFO and himself and they have to fall within the budget because the CFO or he wouldn't sign off on them but it gives them the authority to go out and take the quotes to supply a purchase order. He said the way the Borough functioned in the past is they would get the CFO or the Assistant Purchasing Agent would get a phone call asking for a purchase order number and they would give that number to a vendor, the vendor would make delivery and by the time he got the purchase order to sign off on the product or service would already have been rendered. The Administrator said they don't do that anymore, now they need to have a purchase order signed before they can place an order but that gives them an opportunity to go out and get the bids, do the work, find out what they want and come back and get authorization.

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Councilman Genovesi said the Administrator just touched on something that he is really frustrated with and it really annoys him; he doesn't think there should be anything like under a certain dollar amount if it is under \$1,000 it is acceptable to get a verbal quotation and he thinks that practice should stop and he should stop it. The Administrator said he had. Councilman Genovesi said he doesn't like verbal quotations because there is nothing to track it back to and if a vendor decides that he never really said that; when a specific person who happens to do the bid searches downstairs, it should always be in printed form rather than verbal. He said even if it is a small dollar amount, he knows it happens, there is actually another fail safe when it comes to requisitions and that is the actual Councilmember when it is under a certain dollar amount, has to check their own requisitions; he agrees there are many fail safe methods to make sure that things aren't over spent. Councilman Genovesi said the third thing he had was something he had a discussion about before is that they need to be reflective of the actual bid threshold amount which is \$21,000 not \$17,500; it is \$29,000 if they have a qualified purchasing agent it has been bumped up to \$21,000. He said is says purchases up to \$17,500 it is actually \$21,000. The Administrator agreed. Councilman Genovesi said they need to change that and reflect it accurately. The Administrator wanted to respond to Councilman's comments he had a staff meeting schedule for the following afternoon and one of the things he was going to speak about is if they do take verbal quotes its not a question of not having anything in writing because they are going to have a form to fill out and they're going to have a space on that form for the vendor they spoke to and the price they were quoted. He said that is going to be attached to the purchase order when it goes for signature so it won't be something that was said and forgotten there will be an order trail. Councilman Genovesi said the reason he brought it up was because there was a specific vendor that they had some difficulties in town over the last few years which did not, and he actually wrote that in his comments for the Administrator under no. 2 in order to determine the validity of bills, it shouldn't just say invoices it should say something along the lines of formal business invoice or professional business invoice. He said he doesn't think something they create on a Microsoft Word program should qualify as a professional invoice and he thinks those invoices should have invoice numbers so they can track it back to the vendor for record keeping. Councilman Genovesi said that is not a practice that the Borough should allow to happen and he thinks that all vendors should submit professional pro forma business invoices that are legitimate.

Mayor Hipp said as a reminder the fact that they may not have comments that night doesn't mean they are agreeing to it, they will have the discussion again but they will have more information available. Mayor Hipp asked for comment in Article 11, seeing none, Article 12.

Councilman Genovesi said in Article 12, it says a voice vote may be taken at work-sessions, they should change that to reflect the State statute that allowed for a voice vote for the budget that year, as the Borough Attorney has that State statute. He said it encompasses more than just a work-session but it is actually written into the by-laws for regular meeting vote that was exactly like what happened with the budget that year. Councilman Genovesi said if they are doing everything that State statute dictates that

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they do, then they should also do it. Mayor Hipp asked if he was talking about Article 12. Councilman Genovesi said in regards to Aye and Nay; upon every vote of the Council go to the last line is a voice vote may be taken at work-sessions he was saying to make it inclusive of the State statute it should also say something that all meetings or at work-sessions and regular meetings. Mayor Hipp said a voice vote may be taken at all meetings, not just work-session meeting, for what purpose. Councilman Genovesi said he was taking that to mean that according to State statute under specific circumstances they could do a phone in vote exactly like the Mayor did with the members that were voting on conference call for the public to hear to the entire thing and he thinks that should be reflective of that also. Mayor Hipp said what that means for everybody's edification, a voice vote means that instead of a roll call so instead of asking the Clerk to do a roll call vote it would just be all those in favor say aye, all those opposed say nay; that's what a voice vote is. Councilman Genovesi said no in addition to that, after that they should include the allowance by the State statute to phone in the vote. Councilwoman Keyes said that is separate and it is different. Mayor Hipp said yes that is separate. Councilman Genovesi asked why would that be separate? Councilwoman Keyes said a phone in vote is different than a voice vote, the Mayor just clarified what a voice vote was. Councilman Genovesi said they are not reading the paragraph and also right before that line, no member shall be permitted to vote unless present and that is why he was saying it should be there to contradict that because State statute says they don't have to be present. The Borough Attorney said present is defined as either being in person or available by communication equipment. Councilman Genovesi asked if the Attorney was saying they don't need to put it in. The Borough Attorney said what they could say if they wanted to clarify it further than just say present is defined 10-4.8 by means of either in person or by communication equipment if they wanted to take it from the statute they could do that. Councilman Genovesi said he was not advocating it as a practice by any means but should the need arise State statute provides for it and he thinks it should be explained in the by-laws. Mayor Hipp said his own problem with it is actually the sentence before where it says no member shall be permitted to vote unless present; if the understanding of members of the Council is that present means they have to be physically there only he has concerns. The Mayor said his first concern is that he doesn't think it complies with the law but more importantly it deprives an elected member of that Council the opportunity to vote on matters of public importance just because they can't make it and who are they to basically substitute their opinions for that of the electorate who put them into office, they have an obligation actually not just the right, they have an obligation to participate and if the statute basically says a meeting will include communication through electronic equipment then they should be able to vote so long as they are able to participate. Mayor Hipp said he has to the extent that the section has been interpreted to require physical presence, he would have an objection to it; he never understood it to mean that but he thinks that had come up. Councilwoman Keyes asked if they were going to have the Borough Attorney clarify that or define that. The Borough Attorney said that he could do that in one sentence or two at the most, he would do that.

Councilwoman Keyes said she had one more suggestion on the issues that they looked at, talked about and changed to adhere closer to or exactly with the State statutes, should they list the statute there in the by-laws as a reference point? Mayor Hipp said he thinks the answer to that is yes. The Borough Attorney said a lot of

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municipalities do that and there is no problem with that. Councilwoman Keyes said so that some other governing body doesn't have to go through it down the road wondering if they are legal or illegal.

Mayor Hipp asked if anybody wanted to change the seal. Seeing no objection he continued on amendments to the by-laws. He said he thinks it should be (and he has language he would propose and provide to the Council) that the Council may propose as a special committee, a By-laws Committee and it would be two members of the Council to consider proposed amendments. The Mayor said what would trigger that generally is what he said earlier, the by-laws can be discussed at any regular meeting of the governing body and they can be changed at any time so the idea would be if there was a proposal for change that the committee be formed, that they investigate and report back to the Council at the next regular meeting or 30 days with its recommendation and report. Mayor Hipp asked that in the future as with by-laws with virtually every other governing body that he read plus other corporations it happened over two meetings so that there is an opportunity to digest it, discuss and then vote on it so they are not being forced. Mayor Hipp said they don't need to do it every year on January 1 as it is not a requirement under any law.

The Borough Attorney said that he recommends taking out the last part because they can not suspend a by-law they can suspend the rule of order, what he did was he extrapolated two pages, highlighted them in yellow in Robert's Rules of Order which he then passed out. The Borough Attorney said that way they could get an idea as to how Robert's Rules **inaudible** and the second page 14 **inaudible** the bottom line is for consideration is that there may be some points of order or the order of business that could be suspended and they might want to place that in the by-laws they could do that and say someone's come to speak or having a proclamation but the by-laws in general can not be suspended so that part should not remain there but the rules of order can be so if they could make that distinction.

Councilwoman Keyes asked why he brought that up, what did he mean by suspended? The Borough Attorney said in the last paragraph, amendments to by-laws it says that any part thereof may be suspended temporarily by unanimous consent; they can't do that under Robert's Rules so he was trying to clarify it.

Mayor Hipp said they went through initial review of the entire set, were there any other general comments or questions? Seeing none the meeting was opened to the hearing of citizens; seeing none the hearing of citizens was closed.

Councilwoman Keyes made a motion to adjourn the meeting 10:10 pm , seconded by Councilwoman Inguanti and unanimously approved on roll call.

Borough Clerk