 **Housing Authority of the City of Perth Amboy**

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EDNA DOROTHY CARTY-DANIEL, Chairperson DOUGLAS G. DZEMA, P.H.M.

DAVID BENYOLA, Vice-Chairman Executive Director

MIGUEL A. AROCHO

FERNANDO A. GONZALEZ EDWARD TESTINO

GREGORY PABON Counsel

WILFREDO SOTO

**THE MINUTES OF THE REGULAR MONTHLY MEETING**

**OF**

**THE BOARD OF COMMISSIONERS**

**OF**

**THE HOUSING AUTHORITY OF THE CITY OF PERTH AMBOY**

**MONDAY, DECEMBER 12th, 2022**

**5:00 PM**

**Virtual ZOOM and In-Person Board Meeting**

The Board of Commissioners of the Housing Authority of the City of Perth Amboy met for the Regular Monthly meeting on Monday, December 12th, 2022 @ 5:00 pm through a virtual ZOOM conference and in-person at the Housing Authority’s main office conference room located at 881 Amboy Avenue, Perth Amboy, New Jersey.

<Moment of Silence.>

<Pledge of Allegiance.>

The meeting was called to order by Chairperson Carty-Daniel and statement read as to proper notification of the meeting given in accordance with the Open Public Meeting Act Law and with State and HUD mandated COVID-19 statements and in conformation with the emergency guidelines under the Department of Community Affairs, as follows:

“Adequate Notice has been made as to the time, place, and date of the meeting and

as to the nature of business to be discussed being the general business of the Authority.”

Upon roll call, those present and absent were as follows:

 Present: Chairperson Edna Dorothy Carty-Daniel

Vice-Chairman David Benyola

 Commissioner Fernando A. Gonzalez

 Commissioner Wilfredo Soto

 Absent: Commissioner Miguel A. Arocho

 Commissioner Gregory Pabon

The Chairperson declared said quorum present.

On the motion of Vice-Chairman Benyola, which motion was seconded by Commissioner Gonzalez, the Board concurred to approve the Minutes of the Regular Monthly Board Meeting of November 17th, 2022, as presented. Upon roll call, the following vote was carried:

VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

Reports of Committee – None reported.

Discussion of Agenda Topics- None reported.

Resolutions:

The following resolution was introduced by Commissioner Gonzalez, read in full and considered:

**RESOLUTION NO. 3429-22**

**RESOLUTION OF THE HOUSING AUTHORITY OF THE CITY OF PERTH AMBOY AUTHORIZING THE ESTABLISHMENT OF A TRUST FOR THE FUNDING OF CERTAIN POST-EMPLOYMENT EMPLOYEE WELFARE BENEFITS, PROVIDING FOR THE APPOINTMENT OF AN ADMINISTRATOR AND THE DESIGNATION OF A TRUSTEE AND INVESTMENT MANAGER FOR SAID TRUST, AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT, AUTHORIZING AN INITIAL DEPOSIT OF AUTHORITY FUNDS INTO SAID TRUST, AND AUTHORIZING ADDITIONAL ACTIONS IN CONNECTION THEREWITH**

**WHEREAS,** the Housing Authority of the City of Perth Amboy (the “Authority”) is a public body corporate and politic duly and an agency and instrumentality of the City of Perth Amboy, created or continued pursuant to the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. (the “LRHL”); and

**WHEREAS,** the Authority has heretofore determined to provide certain post-employment employee welfare benefits (“OPEB”), such as health insurance, to certain of its former employees, and may determine to provide post-employment benefits, of a similar or dissimilar nature, to its current and/or future employees, all as may be determined from time to time by the Authority; and

**WHEREAS,** the Authority currently provides such post-employment OPEB benefits through the periodic, pay-as-you-go payment of health insurance premiums, which payments are currently funded by periodic, voluntary, pay-as-you-go payments made by the Authority to the State of New Jersey, Division of Pension and Benefits (the “Division”) through the State Health Benefit Local Government Retired Employees Plan, a cost-sharing multiple-employer defined benefit OPEB plan administered by the Division (the “State OPEB Fund”); and

**WHEREAS,** the Authority presently intends to continue funding post-employment OPEB benefits for its former employees as aforesaid, and may from time to time determine to provide additional OPEB benefits, of a similar or dissimilar nature, to its former, current and/or future employees; and

**WHEREAS,** the Authority now wishes to establish a trust to enable the Authority to set aside, from time to time, available funds to be used solely for the payment of OPEB expenses (including, but not limited to, payments to the Division under the State OPEB Fund), including life, accident, medical, sickness, disability or other types of employee welfare benefits permitted under Section 509(c)(9) of the Internal Revenue Code of 1986, as amended (the “Code”); and

**WHEREAS,** Statement No. 75 of the Government Accounting Standards Board generally requires that state and local government employers such as the Authority account for and report the annual cost of OPEB expenses based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due; and

**WHEREAS,** the actuarial consultant for the State OPEB Fund has determined the Authority’s net OPEB liability as of June 30, 2020 to be $6,028,088; and

**WHEREAS,** establishment of a trust for the payment of OPEB expenses will enable the Authority to prefund all or a portion of its future OPEB expenses, thereby hedging the financial and operational risks inherent in funding such post-employment OPEB benefits on a pay-as-you-go basis; and

**WHEREAS,** pursuant to N.J.S.A. 43:3C-24(a), the Authority is authorized to fund and pay OPEB expenses by means of contributions to a separate trust fund; and

**WHEREAS,** pursuant to the LRHL, specifically N.J.S.A. 40A:12A-22, the Authority is authorized to make and execute contracts and other instruments necessary and convenient to the exercise of the powers of the Authority; and

**WHEREAS,** the Authority now wishes to authorize the establishment of a trust for the payment of OPEB expenses, provide for the appointment of an administrator and the designation of a trustee and investment manager for said trust, authorize the execution and delivery of a trust agreement, authorize an initial deposit of Authority funds into said trust, and authorize additional actions in connection therewith;

**NOW, THEREFORE, BE IT RESOLVED** BY THE HOUSING AUTHORITY OF THE CITY OF PERTH AMBOY, as follows:

Section 1. Establishment of OPEB Trust. The Authority hereby authorizes the establishment by the Authority, as Grantor, of a trust to be used solely for the payment of OPEB expenses (including, but not limited to, payments to the Division under the State OPEB Fund), including life, accident, medical, sickness, disability or other types of employee welfare benefits permitted under Section 509(c)(9) of the Code (the “OPEB Trust”). Upon establishment, the OPEB Trust shall constitute a separate legal entity apart from the Authority, and funds of the OPEB Trust shall forever be held separate and apart from the funds of the Authority. The Executive Director and the Director of Financial Operations, or either of them (each, an “Authorized Officer”), are hereby authorized and directed to execute any and all documents as may be necessary or convenient in furtherance of the establishment of the OPEB Trust, including but not limited to execution of a trust agreement and related documentation. Unless otherwise established by the hereinafter-defined Trustee, the Authorized Officers, or any of them, are further authorized to establish at such bank or trust company as such Authorized Officer(s) may select, but in the name and on behalf of the OPEB Trust, one or more bank accounts to be owned and administered solely by the OPEB Trust.

Section 2. Expenses of OPEB Trust. The Authority shall pay all legal and other expenses associated with the establishment and initial funding of the OPEB Trust. All other expenses of the Trust, including but not limited to the fees and expenses of the hereinafter-defined Trustee and the hereinafter-defined Investment Manager, shall be payable solely by the OPEB Trust from the funds of the OPEB Trust, unless the Authority in its discretion determines, from time to time, to pay all or any portion of such expenses.

Section 3. Initial Deposit to OPEB Trust. The Authority hereby authorizes an initial deposit to the OPEB Trust of the sum of Two Million Five Hundred Thousand Dollars ($2,500,000). The Authorized Officers, or any of them, are hereby directed to cause such amount to be transferred to such bank account(s) as shall be designated by the Trustee for the OPEB Trust.

Section 4. Appointment of Administrator. The Executive Director of the Authority, Douglas Dzema, is hereby appointed as the initial Administrator of the OPEB Trust. In the event

Douglas Dzema ceases for any reason to be the Executive Director of the Authority, such person who shall succeed to the duties and functions of Executive Director shall automatically become a successor Administrator without any further action by the Authority. The Executive Director is hereby delegated the authority, from time to time, to appoint one or more additional employees of the Authority to serve, collectively with the Executive Director, as Administrator of the OPEB Trust. Any employee serving as Administrator shall serve without additional compensation.

Section 5. Designation of Trustee. The Executive Director is hereby delegated the authority, from time to time, to exercise the Authority’s discretion, as Grantor, to designate such bank, trust company or other fiduciary to serve as Trustee for the OPEB Trust. Any fiduciary so designated shall accept the duties and responsibilities as Trustee by execution and delivery of a trust agreement or other written instrument of acceptance. The Executive Director is hereby further delegated the authority, from time to time, to exercise, from time to time, the Authority’s discretion, as Grantor (subject to the terms of any trust agreement), to remove any Trustee and to appoint a successor to any Trustee that has previously resigned or has been removed.

Section 6. Interim Trustee. If for any reason it is not practicable to engage a bank, trust company or other fiduciary to serve as Trustee for the OPEB Trust prior to January 1, 2023, the Authority hereby designates the Executive Director to serve as Interim Trustee. The Interim Trustee shall exercise all of the responsibilities of the Trustee in respect of the OPEB Trust until such time as a Trustee is engaged, at which such responsibilities shall automatically pass to the Trustee without further action by the Authority. Any employee serving as Interim Trustee shall serve without additional compensation.

Section 7. Approval of Trust Agreement. The Trust Agreement substantially in the form attached hereto as Exhibit A and which by this reference is made a part hereof as if set forth in full herein, is hereby approved. The Authorized Officers, or any of them, are hereby authorized and directed to execute and deliver the Trust Agreement on behalf of the Authority in substantially such form, with such changes as such officer may approve (such approval to be conclusively evidenced by such officer’s execution thereof). The Secretary or any Assistant Secretary is hereby authorized to attest to same and to affix the official seal of the Authority thereto.

Section 8. Designation of Investment Manager. The Executive Director is hereby delegated the authority, from time to time, to exercise the Authority’s discretion, as Grantor, to designate such fiduciary deemed to have the requisite skill and knowledge to serve as Investment Manager for the OPEB Trust. Any fiduciary so designated shall accept the duties and responsibilities as Investment Manager by execution and delivery of a written instrument of acceptance. The Executive Director is hereby further delegated the authority, from time to time, to exercise, from time to time, the Authority’s discretion, as Grantor (subject to the terms of any trust agreement), to remove any Investment Manager and to appoint a successor to any Investment Manager that has previously resigned or has been removed.

Section 9. Interim Investment Direction. Until such time as a Trustee (other than the Interim Trustee) and/or Investment Manager shall have assumed the responsibility to direct the investments of the OPEB Trust, whether pursuant to the Trust Agreement or by other written instrument, the Authority hereby directs the Administrator to limit the investments of the OPEB Trust to those investments which are authorized for the investment of Authority funds under N.J.S.A. 40A:5-15.1.

Section 10. Additional Actions. The Authorized Officers are each hereby authorized and directed, as is the Secretary and any Assistant Secretary, to execute all documents and certificates, necessary for the implementation of the transaction contemplated by this resolution and the Trust Agreement. Any action which has been taken prior to the date hereof by the officers, employees, consultants and agents of the Authority with respect to the transaction contemplated by this resolution and the Trust Agreement are hereby ratified and approved on behalf of the Authority.

Section 11. Effective Date. This resolution shall take effect immediately.

 ***MOVED/SECONDED:***

**Resolution moved by \_\_\_\_\_\_\_Chairperson Carty-Daniel\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Resolution seconded by \_\_\_\_\_Vice-Chairman Benyola\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

The Chairperson thereupon declared such resolution has been approved.

The following resolution was introduced by Chairperson Carty-Daniel, read in full and considered:

**RESOLUTION NO. 3430-22**

**TO AUTHORIZE THE ADDITION OF ONE MILLION DOLLARS**

**TO THE TRUST FUND ESTABLISHED FOR THE AUTHORITY’S OPEB LIABILITY**

**WHEREAS,** the Housing Authority of the City of Perth Amboy “HACPA” Board of Commissioners authorized the formation of an OPEB Trust Fund to set aside monies for future health costs of its retirees eligible for lifetime benefits; and

**WHEREAS,** the Housing Authority at the close of its audit for the fiscal year ending March 31st, 2021 has another post-employment benefits “OPEB” liability of $8,165,061; and

**WHEREAS,** this liability will be paid over time as those employees with 25 years in the pension system or are 62 years of age having spent 15 years at the Perth Amboy Housing Authority are eligible to receive lifetime health benefits; and

**WHEREAS,** the Authority currently has 13 employees who are receiving lifetime health benefits and another 20 that could be eligible in the future; and

**WHEREAS,** the administration had reviewed its current cash position and initially set aside $1.5 million to fund an irrevocable trust to help support this liability in the future; and

**WHEREAS,** the HACPA Administration has reviewed it financial position as of March 31st, 2022 and feels it can appropriate an additional one million dollars to the OPEB Trust Fund;

**NOW THEREFORE BE IT RESOLVED** by the Board of Commissioners of the Housing Authority of the City of Perth Amboy the following:

1. Authorization for the Executive Director to transfer one million dollars to the OPEB Trust Fund to be established by the Authority.

***MOVED/SECONDED:***

**Resolution moved by \_\_\_\_\_\_\_Commissioner Soto\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Resolution seconded by \_\_\_\_\_Commissioner Gonzalez\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

The Chairperson thereupon declared such resolution has been approved.

The following resolution was introduced by Chairperson Carty-Daniel, read in full and considered:

**RESOLUTION NO. 3431-22**

**Resolution AWARDING THE CONTRACT FOR**

**ELEVATOR MAINTENANCE AND REPAIR SERVICES**

 **WHEREAS**, the Housing Authority of the City of Perth Amboy (the “Authority”) requires the scheduled elevator maintenance and as needed elevator repair services at Stack and Hansen Apartments; and

 **WHEREAS,** the Contract is to be awarded through a “fair and open process” pursuant to N.J.S.A. 19:44A-20.4 et seq.; and

 **WHEREAS,** the Authority solicited proposals for a two-year service contract through public advertisement in The Home News Tribune on 11/22/22 & 11/29/22, posted the same on the Authority’s website and received proposals until December 7, 2022; and

 **WHEREAS**, Atlas Elevator Inc. of Barneget, New Jersey submitted the proposal which price was the most advantageous to the Authority, and which bid conformed to all requirements; and

 **WHEREAS,** the contractor is our current provider and has performed services for other Authorities in the past and has proven to be a competent and reliable contractor; and

 **WHEREAS,** sufficient funds are available from the Authority’s operating funds to pay for the required services.

 **NOW THEREFORE BE IT RESOLVED** by the Board of the Authority as follows:

The Authority awards the contract to Atlas Elevator Inc. for the scheduled elevator maintenance at Stack and Hansen Apartments and the as-needed repairs the Authority requires from time to time at the proposed monthly rate of $450.00 and labor rates of $195.00 / hour regular time and $270.00 / hour overtime from January 1, 2023 through December 31, 2024.

***MOVED/SECONDED:***

**Resolution moved by \_\_\_\_\_Commissioner Soto\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Resolution seconded by \_\_\_Commissioner Gonzalez\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

The Chairperson thereupon declared such resolution has been approved.

On the motion of Commissioner Gonzalez, which motion was seconded by Vice-Chairman Benyola, the Board concurred to approve the 2023 Housing Authority Board of Commissioners Meeting and Holiday Schedule, as presented.

**BOARD OF COMMISSIONERS 2023 MONTHLY MEETING SCHEDULE**

**Pursuant to Chapter 231, Laws of 1975, known as the Open Public Meetings Act the following are designated as the meeting dates of the Housing Authority of the City of Perth Amboy at which the business of the said Authority may be formally discussed, decided or acted upon. The Regular Board of Commissioners monthly meetings on the second Wednesday of every month (unless otherwise scheduled) will be held via ZOOM and Teleconference unless stated otherwise starting at 1:00 p.m. (unless otherwise scheduled) to discuss the general business of the Authority.**

**DATES AS FOLLOWS:**

January 11, 2023

February 15, 2023

March 15, 2023

April 12, 2023

May 17, 2023 (Regular & Annual Re-Org Meeting- 5:00 pm)

June 14, 2023

July 12, 2023

August 9, 2023

September 13, 2023

October 11, 2023

November 8, 2023

December 7, 2023 – 5:00 pm

**2023 HOLIDAY SCHEDULE**

January 2, 2023 New Year’s Day (observed) Monday

 January 16, 2023 Martin Luther King, Jr. Monday

 February 13, 2023 Lincoln’s Birthday (Observed by HAPCA) Monday

 February 20, 2023 President’s Day Monday

 April 7, 2023 Good Friday Friday

 May 29, 2023 Memorial Day Monday

 June 19, 2023 Juneteenth Day (Observed) Monday

 July 4, 2023 Independence Day Tuesday

 September 4, 2023 Labor Day Monday

 October 9, 2023 Columbus Day Monday

 November 10, 2023 Veteran’s Day (Observed) Friday

 November 23, 2023 Thanksgiving Day Thursday

 November 24, 2023 Day after Thanksgiving Friday

 December 25, 2023 Christmas Day Monday

Upon roll call, the following vote was carried:

VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

On the motion of Commissioner Gonzalez, which motion was seconded by Vice-Chairman Benyola, the Board concurred to approve the December 2022 Bill List and Communications, as presented. Upon roll call, the following vote was carried:

VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

On the motion of Commissioner Gonzalez, which motion was seconded by Vice-Chairman Benyola, the Board concurred to approve the December 2022 PARTNER payment of expenses incurred through Dunlap RAD and Hansen RAD, as presented. Upon roll call, the following vote was carried:

VOTE:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Board Member | Yes | No | Abstain | Absent |
| Chairperson Edna Dorothy Carty-Daniel | X |  |  |  |
| Vice Chairperson David Benyola | X |  |  |  |
| Commissioner Miguel A. Arocho |  |  |  | X |
| Commissioner Fernando A. Gonzalez | X |  |  |  |
| Commissioner Gregory Pabon |  |  |  | X |
| Commissioner Wilfredo Soto | X |  |  |  |

The Board was updated on the PARTNER/Property Acquisitions for the Habitat for Humanity projects, and the Gateway Neighborhood Collaboration.

PUBLIC SESSION

* No comment from the public.

UNFINISHED BUSINESS – None reported.

NEW BUSINESS – None reported.

REPORT OF THE ATTORNEY – None reported.

REPORT OF THE SECRETARY-TREASURER (Executive Director)

 Douglas Dzema, Executive Director informed the Board of the following:

1. Senior Holiday parties at the Hansen and Stack Apartments this afternoon.
2. HAPA and PARTNER employee get-together scheduled for December 15th at TopGolf.

 On the motion of Vice-Chairman Benyola, which motion was seconded by Commissioner Gonzalez, the Board concurred to adjourn.

Respectfully submitted by,

 Douglas G. Dzema

 Douglas G. Dzema

 Executive Director/Secretary