

Guttenberg Housing Authority Board of Commissioners

Open Public Meeting Agenda

Monday, September 20, 2021 at 5:00 p.m.
7005 Blvd East, Guttenberg, NJ

1. Call to Order
2. Reading of the Open Public Meetings Act Notice
3. Roll Call
4. Pledge of Allegiance
5. Executive Director's Report
6. Financial Report and Bill List

7. Approval of Minutes

July 12, 2021 Board Meeting

8. Old Business

9. New Business

10. Resolutions

Resolution 2021-23 Authorizing the establishment of a 401K or equivalent retirement plan for employees not eligible under the New Jersey State Retirement Plan.

Resolution 2021-24 Authorizing and approving the Certificate of Incorporation of Guttenberg Housing and Community Development Corporation.

Resolution 2021-25 Adopting the Bylaws of Guttenberg Housing and Community Development Corporation.

Resolution 2021-26 Approving and authorizing the Public Housing waiting list to be opened to Guttenberg residents.

11. Public Comment

12. Adjournment

(THE BOARD MAY CONVENE TO CLOSED SESSION DURING THE MEETING)

HOUSING AUTHORITY OF THE TOWN OF GUTTENBERG

MEETING MINUTES

This regular meeting of the Board of Commissioners was held on July 12, 2021 at 136 69th Street, Guttenberg, New Jersey. The meeting was opened at 5:10 p.m. and the Open Public Meeting Act Notice was recited.

Adequate notice of this Meeting of the Board of Commissioners of the Housing Authority of the Town of Guttenberg was given in accordance with Chapter 231 of the Laws of New Jersey by publishing the meeting date in the El Especialito and the Bergen Record on May 16, 2019 and May 17, 2019, by posting the meeting date at the Guttenberg Town Hall on October 4, 2019, and by posting the meeting date on the Bulletin Board at the main office of the Housing Authority at 6900 Broadway, Guttenberg, New Jersey 07093 on May 13, 2019 and by posting the meeting date on the official website of the Housing Authority of the Town of Guttenberg on April 1, 2021.

Following the Pledge of Allegiance, roll call was taken.

ROLL CALL:

<u>X</u> Chairperson Habermann-Ward	<u>X</u> Vice Chairperson Montanez	<u>X</u> Commissioner Perez
<u>X</u> Commissioner Mantineo	<u>A</u> Commissioner Acosta	<u>X</u> Commissioner Popiel
<u>X</u> Commissioner Torres		

Also attending the meeting were Executive Director Ruddys E. Andrade and Anthony J. Arnone, Esq. of DeCotiis, FitzPatrick, Cole & Giblin, LLP (General Counsel).

EXECUTIVE DIRECTOR'S REPORT:

The Executive Director wanted to make the Board of Commissioners aware of the elevator situation at our facilities. Both elevators were down at 7005 this weekend. The Executive Director is meeting with the service company Slade to come up with solutions. The post pandemic BBQ which was held on June 25th was a great success. Over 500 people attended. The Executive Director thanked North Hudson Community Action Corporation and Palisades Hackensack for their sponsorship. In addition, accountant Peter Policari donated a \$1,000.00 towards the expenses with the Authority paying the remaining \$2200.00 of the expenses. There is a flea market Saturday July 17, 2021 sponsored by the Authority from 10 am to 5 pm. There are 33 tables that have been reserved and it will be held at 136 69th Street and 6900 Broadway. The Senior program with Heart to Heart has just completed its first class with 12 individuals. The program is now open to all and guarantees an employment opportunity in Guttenberg. A chair exercise program for seniors in conjunction with the recreation department was at full capacity last week. A separation agreement is being finalized with CSC for the laundry room at 400 68th Street. All laundry rooms will be repainted and fitted with new equipment beginning the week of July 26th.

FINANCIAL REPORT / PAYMENT OF BILLS:

A motion was made to approve the Financial Report and to accept and pay all bills. The following vote ensued:

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	1	X			
MARISOL MONTANEZ, VICE CHAIR	2	X			
DR. GONZALO PEREZ		X			
JOLENE MANTINEO		X			
REBECCA ACOSTA					X
BLANCA POPIEL		X			
LUZ TORRES		X			

The motion is adopted.

APPROVAL OF MINUTES:

A motion was made to approve the minutes of the June 7, 2021 meeting of the Board of Commissioners. The following vote ensued:

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR		X			
MARISOL MONTANEZ, VICE CHAIR	1	X			
DR. GONZALO PEREZ		X			
JOLENE MANTINEO		X			
REBECCA ACOSTA					X
BLANCA POPIEL	2	X			
LUZ TORRES		X			

The motion is adopted.

OLD BUSINESS:

None.

NEW BUSINESS:

The Executive Director requested approval to travel to the PHA Directors Association in Washington D.C. from September 11-14, 2021 and approval to travel to sister city Guttenberg, Iowa from August 25-29 with a per diem only. A motion to approve was made by Commissioner Popiel with a second by Commissioner Montanez. It was unanimously approved with Commissioner Acosta absent. The Executive Director requested approval to seek bids for elevator modernization rehab for all elevators. All elevators will be replaced one at a time. It is estimated to take 8-10 weeks for each elevator. The elevator at 136 will be replaced first. A motion to approve

was made by Commissioner Montanez with a second by Commissioner Habermann-Ward. It was unanimously approved with Commissioner Acosta absent.

RESOLUTIONS:

Resolution 2021-22 approving the amendment of the personnel policies and procedures manual to include a policy for the Protection and Safe Treatment of Minors. The following vote ensued:

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	1	X			
MARISOL MONTANEZ, VICE CHAIR		X			
DR. GONZALO PEREZ		X			
JOLENE MANTINEO		X			
REBECCA ACOSTA					X
BLANCA POPIEL		X			
LUZ TORRES	2	X			

The resolution is adopted.

PUBLIC COMMENT:

None.

ADJOURNMENT:

A motion was made to adjourn the meeting. The following vote ensued:

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	2	X			
MARISOL MONTANEZ, VICE CHAIR	1	X			
DR. GONZALO PEREZ		X			
JOLENE MANTINEO		X			
REBECCA ACOSTA					X
BLANCA POPIEL		X			
LUZ TORRES		X			

**RESOLUTION OF THE HOUSING AUTHORITY
OF THE TOWN OF GUTTENBERG
RESOLUTION NO. 2021-23**

**RESOLUTION AUTHORIZING THE ESTABLISHMENT OF A 401k OR
EQUIVALENT RETIREMENT PLAN FOR THOSE EMPLOYEES NOT
ELIGIBLE UNDER THE NEW JERSEY STATE RETIREMENT PLAN**

Date Introduced: September 20, 2021 Date Adopted: September 20, 2021

WHEREAS, the Housing Authority of the Town of Guttenberg adopted a Personnel Policies and Procedures Manual by way of Resolution No. 2019-14 adopted on March 19, 2019; and

WHEREAS, most of the Housing Authority of the Town of Guttenberg employees are eligible for retirement benefits under the New Jersey State Retirement Plan; and

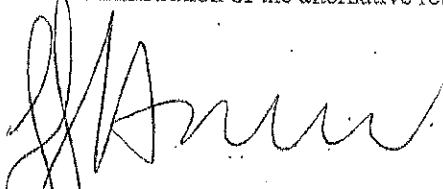
WHEREAS, the Housing Authority of the Town of Guttenberg would like to provide retirement benefit options to those employees not part of the New Jersey State Retirement Plan; and

WHEREAS, the establishment of a 401k or equivalent retirement plan by the Housing Authority of the Town of Guttenberg would provide an alternative to those employees.


NOW, THEREFORE, it is

RESOLVED, that the Board of Commissioners of the Housing Authority of the Town of Guttenberg hereby authorizes the establishment of a 401k or equivalent retirement plan to those employees want retirement planning options and are not part of the New Jersey State Retirement Plan; and

BE IT FURTHER RESOLVED, that Executive Director will update the Board of Commissioners of the Housing Authority of the Town of Guttenberg about the costs, financials, and administration of the alternative retirement plan as requested.

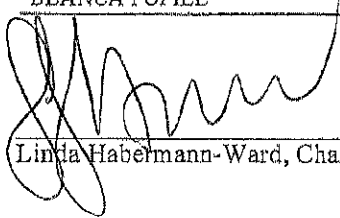


Linda Habermann-Ward, Chairperson

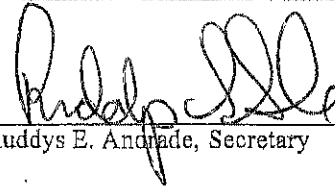


Ruddy E. Andrade, Secretary

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	2	X			
MARISOL MONTANEZ, VICECHAIR					X
DR. GONZALO PEREZ		X			
REBECCA ACOSTA		X			
IOLENE MANTINEO	1	X			
LUZ TORRES		X			
BLANCA POPIEL		X			



Linda Habermann-Ward, Chairperson



Ruddy E. Andrade, Secretary

RESOLUTION
of the
HOUSING AUTHORITY OF THE
TOWN OF GUTTENBERG

Resolution No. 2021-26

**RESOLUTION APPROVING AND AUTHORIZING THE PUBLIC HOUSING
WAITING LIST TO BE OPENED TO GUTTENBERG RESIDENTS ONLY**

Date Introduced and Adopted: September 20, 2021

WHEREAS, the Housing Authority of the Town of Guttenberg (“Housing Authority”), a public entity organized and existing pursuant to the Code of Federal Regulations, the United States Department of Housing and Urban Development (“ HUD”), and the laws of the State of New Jersey, administers a Public Housing Program; and

WHEREAS, the Housing Authority wishes to open the Public Housing waiting list to Guttenberg residents only; and

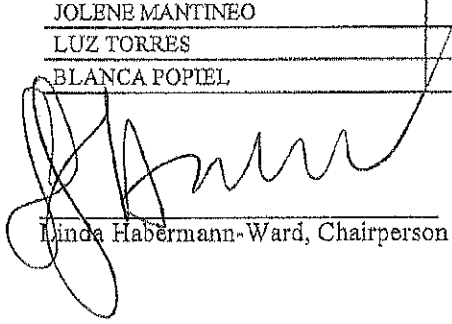
WHEREAS, the Housing Authority wishes to open said list for two days on October 26 and October 27, 2021

NOW THEREFORE,

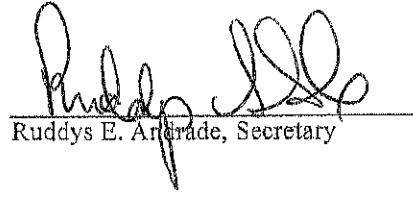
BE IT RESOLVED that the Board of Commissioners of the Housing Authority of the Town of Guttenberg hereby approves and authorizes the opening of the Public Housing waiting list; and

BE IT FURTHER RESOLVED that the Board hereby authorizes and directs the Executive Director of the Housing Authority of the Town of Guttenberg to take any and all necessary administrative actions to implement this resolution.

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	1	X			
MARISOL MONTANEZ, VICECHAIR					X
DR. GONZALO PEREZ		X			
REBECCA ACOSTA		X			
JOLENE MANTINEO		X			
LUZ TORRES		X			
BLANCA POPIEL	2	X			



Linda Habermann-Ward, Chairperson



Ruddys E. Andrade, Secretary

CERTIFICATE OF INCORPORATION
OF
GUTTENBERG HOUSING AND COMMUNITY DEVELOPMENT CORPORATION

(a New Jersey Title 15A nonprofit corporation)

The undersigned, being of full age, acting as incorporator of a Corporation under and by virtue of the provisions of the New Jersey Nonprofit Corporations Law, as set forth in Title 15A of the New Jersey Revised Statutes (the "Act"), does hereby adopt the following Certificate of Incorporation for such Corporation:

I

The name of the Corporation is **GUTTENBERG HOUSING AND COMMUNITY DEVELOPMENT CORPORATION** (the "Corporation").

II

The principal office of the Corporation shall be located at 6900 Broadway, Guttenberg, New Jersey 07093.

III

The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future section of any future federal tax code (the "Code"). The Corporation does not contemplate pecuniary gain or profit and shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provisions of any future federal tax code. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its Trustees, officers, other private individuals, or organizations organized and operated for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).

The purposes of the Corporation are to: (a) develop and redevelop housing and neighborhoods in the Town of Guttenberg, throughout the County of Hudson and adjacent locales as may be beneficial or related thereto (the "Area"), (b) develop economic opportunities for low and moderate income individuals in need of assistance in the Area, and (c) consult, finance, develop, redevelop, plan, own and create housing opportunities for low to moderate income individuals and families in the Area. In furtherance of the aforementioned purposes, the

Corporation may exercise any and all of the powers enumerated in the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:3-1, as supplemented and amended.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

The Corporation shall have no members.

V

The method of electing trustees shall be as set forth in the bylaws of the Corporation.

VI

The location of the initial registered office of this Corporation is c/o Housing Authority of the Town of Guttenberg, 6900 Broadway, Guttenberg, NJ 07093 and the initial registered agent of this Corporation is [Ruddys E. Andrade].

VII

The affairs of the Corporation shall be managed by a Board of Trustees (the "**Board**"). The initial number of trustees of this Corporation is seven (7). The number of trustees may be changed pursuant to the bylaws of the Corporation but under no circumstances shall be less than seven (7).

VIII

The names and addresses of the initial trustees (the "**Trustees**") are:

Linda Habermann
6906 Kennedy Boulevard
Guttenberg, NJ 07093

Marisol Montanez
236 71st Street
Guttenberg, NJ 07093

Blanca Popiel
7000 Boulevard East
Guttenberg, NJ 07093

Rebecca Acosta
6709 Jackson Street, Apt. #8
Guttenberg, NJ 07093

Jolene Mantineo
314 69th Street
Guttenberg, NJ 07093

Luz Torres
400 68th Street, Apt. #6A
Guttenberg, NJ 07093

Dr. Gonzalo Perez
337 70th Street
Guttenberg, NJ 07093

IX

The name and address of the incorporator of the Corporation is:

Ruddys Andrade
6900 Broadway
Guttenberg, New Jersey 07093

X

The duration of the Corporation shall be perpetual.

XI

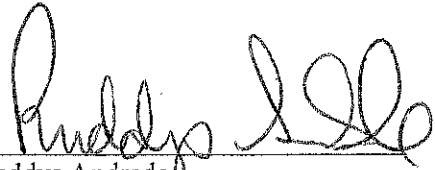
In the event of dissolution or final liquidation of the Corporation, the Board shall, after paying or making provision for the payment of all lawful debts, obligations and liabilities of the Corporation, distribute all the assets of the Corporation to a governmental entity described in Section 170(b)(1)(A)(v) of the Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of the Code, or the corresponding provisions of any future federal tax code.

XII

No officer or trustee of the Corporation shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except for a breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such persons of any improper personal benefit. As used herein, an act or omission which that person knows or

believes to be contrary to the best interests of the Corporation in connection with a matter in which he has a material conflict of interest.

IN TESTIMONY WHEREOF, the incorporator, being over eighteen years of age, has signed this certificate this 20 day of SEPTEMBER, 2021.


Ruddys Andrade

**RESOLUTION
OF THE
HOUSING AUTHORITY OF THE
TOWN OF GUTTENBERG**

RESOLUTION NO. 2021-24

**RESOLUTION AUTHORIZING THE CREATION OF THE GUTTENBERG HOUSING
AND COMMUNITY DEVELOPMENT CORPORATION AS AN INSTRUMENTALITY
OF THE HOUSING AUTHORITY OF THE TOWN OF GUTTENBERG**

WHEREAS, the Housing Authority of the Town of Guttenberg (the “**Authority**”) is a public body corporate and politic of the State of New Jersey, constituting an agency and instrumentality of, and created by, the Town of Guttenberg (the “**Town**”) pursuant to the provisions of the Housing Authorities Law, Chapter 67 of the Pamphlet Laws of 1950, codified at *N.J.S.A. 55:14A-1 et seq.*, repealed and replaced by the Local Redevelopment and Housing Law, under Chapter 79 of the Pamphlet Laws of 1192, as amended and supplemented, and codified at *N.J.S.A. 40A:12A-1 et seq.* desires to create a nonprofit corporation in accordance with the New Jersey Nonprofit Corporation Act, *N.J.S.A. 15A:1-1 et seq.*, which shall be called Guttenberg Housing and Community Development Corporation (the “**Corporation**”); and

WHEREAS, the Authority will create the Corporation in order to promote decent, safe and sanitary affordable housing within the County of Hudson, for the purpose of development of housing for residents with the Town and adjacent locales as may beneficial or related thereto; and

WHEREAS, the Certificate of Incorporation of the Corporation, attached hereto as Exhibit A has been prepared for filing with the Secretary of the State of New Jersey, and the form bylaws (the “**Bylaws**”), attached hereto as Exhibit B, has been proposed as the Bylaws for the Corporation; and

WHEREAS, the Bylaws of the Corporation also provide that the Corporation’s board of trustees consist of the seven (7) members of the Board of Commissioners of the Authority (the “**Board**”) and the Executive Director, each serving ex-officio for as long as he or she is a member of the Board; and

WHEREAS, the term of each member of the Board of the Corporation, as established, is for three years; and

WHEREAS, the Authority now desires to create the Corporation and appoint its Commissioners to be members of the Board of the Corporation, which members shall assume their positions upon the formation of the Corporation.

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS
OF THE HOUSING AUTHORITY OF THE TOWN OF GUTTENBERG AS FOLLOWS:**

Section 1. The aforementioned recitals are incorporated herein as though fully set forth at length.

Section 2. All actions heretofore taken to create the Corporation and the creation thereof are hereby ratified.

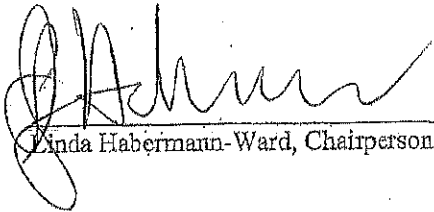
Section 3. The Executive Director of the Authority (the “**Authorized Officer**”) is hereby authorized to execute, on behalf of the Authority any and all documents in connection with the formation of the Corporation, including but not limited to, the Certificate of Incorporation substantially in the form attached hereto as Exhibit A, with such additions, modifications or deletions as may be deemed necessary or desirable in consultation with redevelopment counsel.

Section 4. The Authorized Officer is hereby authorized to execute, on behalf of the Authority, any and all documents or instruments necessary to effectuate and implement the approved creation of the Corporation.

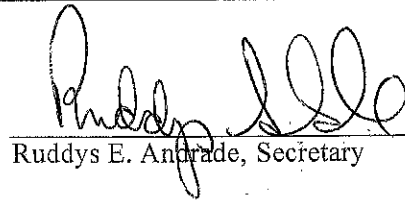
Section 5. The appointment of the Commissioners to serve as members of the Board of Trustees of the Corporation are hereby ratified.

Section 6. This resolution shall take effect immediately.

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR		X			
MARISOL MONTANEZ, VICECHAIR					X
DR. GONZALO PEREZ		X			
REBECCA ACOSTA		X			
JOLENE MANTINEO	1	X			
LUZ TORRES	2	X			
BLANCA POPIEL		X			



Linda Habermann-Ward, Chairperson



Ruddys E. Andrade, Secretary

ADOPTED

BYLAWS

of

GUTTENBERG HOUSING AND COMMUNITY DEVELOPMENT CORPORATION

(Incorporated under the laws of the State of New Jersey)

MISSION

The mission of Guttenberg Housing and Community Development Corporation is to develop the Guttenberg community, and its surrounding regions, through housing development, outreach and other services.

**ARTICLE I
NAME, OFFICE, AGENT**

Section 1.01. Name. The name of the corporation shall be "Guttenberg Housing and Community Development Corporation (the "**Corporation**")".

Section 1.02. Office. The registered office of the Corporation shall be located at 6900 Broadway, Guttenberg, New Jersey 07093, and thereafter, at such location as the Board of Trustees may from time to time determine. The Corporation may have such other offices as the Board of Trustees may, from time to time, determine or as the affairs of the Corporation may, from time to time, require.

Section 1.03. Agent. The registered agent of the Corporation shall be Ruddys E. Andrade or the then current Executive Director of the Corporation.

Section 1.04. Seal. The corporate seal of the Corporation shall be in the following form: a circle with the Corporation's name and incorporation, and shall include the words "Corporate Seal" and "New Jersey."

**ARTICLE II
POWERS OF THE CORPORATION**

The Corporation shall have a term of succession by its corporate name as described in its Certificate of Incorporation; may sue or be sued, complain and defend in any court; make and use a common seal and alter same at pleasure; choose such Officers (as herein defined), managers, agents and employees as the business of the Corporation may require; promulgate and from time to time amend or repeal Bylaws for the management of its property and the regulation of its affairs; may contract and be contracted with; take and hold by lease, grant, gift, purchase, devise or bequest, any property, real or personal, necessary or desirable for attaining the

objectives and carrying into effect the purpose of the Corporation, subject, however to any alteration or modification hereafter made by general law as to the amount of real and personal property to be held by the Corporation; may transfer and convey its real or personal property; may borrow money for the purposes of the Corporation, and secure the same by mortgage, trust, deed or other lien; may invest and re-invest its funds; and may exercise any corporate powers necessary or incidental to the exercise of the powers above enumerated.

ARTICLE III PURPOSE

The Corporation shall have the powers prescribed by law for Nonprofit Corporations incorporated under Title 15A of the New Jersey Statutes. The Corporation is formed for purposes for which a corporation may be formed under Title 15A of the New Jersey Statutes and not for pecuniary profit or financial gain. The general purposes of this Corporation are (a) "to develop and redevelop housing and neighborhoods in the Town of Guttenberg, throughout the County of Hudson (the "County") and adjacent locales as may be beneficial or related thereto (the "Area"), (b) to develop economic opportunities for low and moderate income individuals in need of assistance in the Area, and (c) to consult, finance, develop, redevelop, plan, own and create housing opportunities for low to moderate income individuals and families in the Area. The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future section of any future federal tax code (the "Code"). In furtherance of the aforementioned purposes, the Corporation may exercise any and all of the powers enumerated in the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:3-1, as supplemented and amended.

ARTICLE IV MEMBERSHIP

The Corporation shall have no members.

ARTICLE V BOARD OF TRUSTEES

Section 5.01. Functions and Definitions. The affairs of the Corporation shall be managed by a governing board of trustees (the "**Board of Trustees**" or "**Board**"), notwithstanding that the members thereof may otherwise bear the titles of directors or governors or any other designated title determined by the Board. Decisions regarding the affairs shall be made by the Board in its sole and absolute discretion. The words "Trustee" or "Trustees" as used herein refers to a person or persons holding a position(s) on the governing board notwithstanding the designation of a different official title or titles. The use of the phrase "entire board" herein refers to the total number of Trustees which the Corporation would have if there were no vacancies.

Section 5.02. Qualifications and Number. The Board shall consist of seven (7) members (each a "**Trustee**") and shall be members of the Board of Commissioners of the Housing Authority of the Town of Guttenberg (the "**Authority**").

Section 5.03. Terms. Each Trustee shall serve *ex-officio* for so long as he or she is a member of the Board of Commissioners of the Authority.

Section 5.04. Powers. The Board of Trustees shall serve as the policymaking body of the Corporation and shall have the ultimate authority and responsibility for all its operational, legal and business affairs. Specifically, the Board of Trustees shall: (a) manage the affairs of the Corporation; (b) authorize all material contracts, leases, easements, loans, and other commitments of the Corporation; (c) prepare and approve an annual budget for the Corporation; and (d) have such other and different powers as may be necessary or desirable to enable the Board to carry out the foregoing powers. All actions of the Board shall be taken by a resolution or motion of a majority of a quorum present at such meeting of the Board.

Section 5.05. Meetings; Notices. Meetings of the Board may be held at the offices of the Authority or at such other place as the Chairperson may from time to time designate or as may be designated in the notice calling the meeting. At least four (4) regular meetings shall be held each year and each meeting shall be scheduled not more than one hundred twenty (120) days after the date of the previous meeting. Notice of regular meetings of the Board shall be given to each Trustee personally or by e-mail, mail, telefax, or telephone at least three (3) days prior to the day named for such meetings. Special meetings may be called by written request of three (3) Trustees, or by the Chairperson individually, with like notice at least three (3) days prior to the day named for such meeting.

Unless required by statute, these Bylaws or by resolution of the Board, no notice of any meeting of the Board need state the business to be transacted thereat.

Notice of a Board meeting may be waived by (i) any Trustee who actually attends the meeting, or (ii) any Trustee who waives such notice in writing before or after the meeting, such waiver to be filed within the minutes of such meeting. Any meeting of the Board may adjourn from time to time at the same time or some other place, and notice of the rescheduled meeting shall be required in accordance with these Bylaws.

Section 5.06. Quorum. At all meetings of the Board of Trustees, a minimum of five (5) Trustees shall be necessary to constitute a quorum for the transaction of business. If at any meetings of the Board there be less than a quorum of Trustees present, the majority of those Trustees present may adjourn the meeting.

A Trustee may participate in the meeting telephonically. Those Trustees present at a meeting may solicit participation telephonically by other Trustees, and upon securing adequate telephonic participation by Trustees to constitute a quorum, may then proceed to conduct business.

If a Trustee has failed to attend three (3) consecutive meetings, and if the Board of Trustees feels that it is in the Corporation's best interests to do so, the Board of Trustees may disqualify that Trustee and appoint a successor Trustee in accordance with and pursuant to Section 5.02.

Section 5.07. Representation and Voting. Except as otherwise provided herein, the vote of a majority of a quorum at a duly constituted meeting shall be sufficient to elect and pass any measure.

Section 5.08. Informal Action by Trustees. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting so long as a unanimous written consent to such action is signed by all Trustees or members of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 5.09. Compensation. Trustees shall not receive any compensation for their services; however, Trustees may be reimbursed for expenses incurred on behalf of Corporation business.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 6.01. Officers. The Board shall elect a chairperson of the Board (the “**Chairperson**”) and a vice chairperson of the Board (the “**Vice Chairperson**”) from among the Trustees. The Executive Director of the Authority shall serve *ex officio* as the Corporation’s executive director (the “**Executive Director**”) to oversee the day-to-day administration of the Corporation, and shall serve as Assistant Secretary. The Board shall also appoint a treasurer of the Corporation (the “**Treasurer**”) and a secretary of the Corporation (the “**Secretary**”). The office of Treasurer and Secretary may be held by the same person, but in no event shall such person execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Certificate of Incorporation, the Bylaws, or resolution of the Board to be executed, acknowledged, or verified by any two or more Officers (as hereinafter defined). Each of the Chairperson, Vice Chairperson, Secretary, Treasurer and Executive Director may be hereinafter individually or collectively be referred to as an “**Officer**” or “**Officers**”.

Section 6.02. Term of Office. Each Officer, other than the Executive Director shall hold his or her respective office(s) for a term of one year. Officers may be reappointed to as many terms as the Board approves.

Section 6.03. Intentionally Left Blank.

Section 6.04. Chairperson of the Board. The Chairperson of the Board shall call and preside over all meetings of the Board and shall have such powers and duties as may be designated by the Board and shall further discharge such functions as are ordinarily discharged by the Chairperson of the Board. The Chairperson may delegate, in writing, such of powers and duties as he or she sees fit to the Executive Director.

Section 6.05. Vice Chairperson of the Board. The Vice Chairperson, at the request of the Chairperson or in the Chairperson’s absence or inability to act, shall perform the duties and

exercise the functions of the Chair. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned to him or her by the Board and/or the Chairperson.

Section 6.06. Secretary. The Secretary shall (i) keep the minutes of the meetings of the Board; (ii) provide notice to Trustees, Officers and such other necessary persons to the functioning of the Board in accordance with the provisions of the Bylaws and as required by law; (iii) be custodian of the records of the Corporation; (iv) affix the Corporate Seal, if any, to all documents; the execution of which, on behalf of the Corporation under its seal, is duly authorized, and when so affixed shall attest to the same; (v) perform all duties incident to the office of a secretary of corporation; and (vi) and such other duties as, from time to time, may be assigned by the Board. The books and papers shall at all reasonable times be open to the examination of any Trustee, upon reasonable notice.

Section 6.07. Treasurer. The Treasurer shall have charge of all the finances of the Corporation; and shall, together with the Executive Director, (i) keep and be responsible for all securities, receipts and disbursements of the Corporation; and (ii) deposit monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time be selected by the Board. The Treasurer shall, with the Executive Director, render to the Board whenever requested, an account of the financial condition of the Corporation and such other entities as may be requested by the Board.

Section 6.08. Executive Director. The Executive Director shall be charged with carrying out the mandates of the Board. The Executive Director shall attend all meetings of the Board, and shall be empowered with such authority and have such duties as shall be given to him or her by the Trustees. One essential function of the Executive Director shall be to foster interaction and cooperation between the Corporation and the community. The Executive Director shall attend such public forums and take other such steps that are necessary to facilitate the functioning and growth of the Corporation. As Assistant Secretary, the Executive Director shall also undertake the duties of the Secretary when so instructed by the Secretary or the Chairperson.

Section 6.09. Term and Removal of the Chairperson, Vice Chairperson and Treasurer of the Board. The Chairperson, Vice Chairperson, Secretary and Treasurer of the Board shall hold office for one year. If the office of the Chairperson, Vice Chairperson, Secretary or Treasurer of the Board shall become vacant for any reason, the vacancy shall be filled by the Board.

Section 6.11. Subordinate Officers. The Board may from time to time, with the advice of the Executive Director, create the positions of such subordinate Officers as it may deem desirable. Each such Officer shall perform such duties as the Board, with the advice of the Executive Director, may prescribe.

**ARTICLE VII
INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES**

Section 7.01. Definitions.

- (a) **"Corporate agent"** shall mean any person who is or was a Trustee, Officer, employee or agent of the Corporation;
- (b) **"Expenses"** shall mean reasonable costs, disbursements and counsel fees;
- (c) **"Liabilities"** shall mean amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties; and
- (d) **"Proceeding"** shall mean any pending, threatened or completed civil, criminal, administrative or arbitrate action, suit or pending suit and any appeal therein and any inquiry or investigating which could lead to the action, suit or proceeding.

Section 7.02. Indemnification. The Corporation hereby indemnifies all corporate agents against all expenses and liabilities in connection with any proceeding involving a corporate agent because the agent is or was a corporate agent if the corporate agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the Corporation.

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

Section 8.01. Contracts. The Chairperson or Executive Director shall sign, execute and deliver on behalf of the Corporation, all authorized contracts, deeds and instruments under seal. All bills, notes, checks and other negotiable instruments of the Corporation shall be executed by the Executive Director and Treasurer or such other Officer as the Board may authorize and designate.

Section 8.02. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 8.03. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select. In addition, the Board may appoint, from time to time, any Officer or employee of the Corporation with the power to deposit, endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 8.04. Acceptance of Grants, Gifts and Donations. No grant, gift, donation, bequest or subscription to the Corporation shall be deemed to have been accepted until acted upon affirmatively by the Board.

Section 8.05. Resignation. Any Officer or Trustee may resign at any time by giving written notice of such resignation to the Board. The acceptance of a resignation shall not be necessary to make it effective.

Section 8.06. Conflict of Interest. No Officer, Trustee or employee of the Corporation shall have a personal interest in any contract with the Corporation or in compensation for work done for, or materials or supplies furnished to, the Corporation or to any contractor or other person, or to receive any compensation, commission, gift or other reward for his or her services except the salary or fees established by the Board or pursuant to law.

No Officer, Trustee or employee of the Corporation shall accept from any person, whether directly or indirectly and whether by himself or herself or through his or her spouse or any member of his or her family or through any partner or associate, any gift, favor, service, employment or offer of employment or any other thing of value which he or she knows or has reason to believe is offered to him or her with intent to influence him or her in the performance of his or her corporate duties and responsibilities.

No Trustee shall vote on any matter in which he or she shall have a conflict of interest. Rulings on a Trustee's conflict of interest in any matter pending before the Board shall be made by the legal counsel to the Corporation; provided, however, that the faithful execution of the requirements of public office by any Trustee shall not constitute a conflict of interest. Where a conflict is possible or if, in the opinion of counsel, the appearance of a conflict exists, the Officer or Trustee will abstain from voting on the matter in question.

Section 8.07. Personnel Policies. All appointments, promotions and removal of Officers, Trustees, and employees of the Corporation shall be solely on the basis of merit and fitness (or lack thereof in the case of removals). Any Officer, Trustee or employee of the Corporation who shall violate this section shall forfeit his or her office, appointment or employment and such forfeiture shall be enforceable by suit in any court of competent jurisdiction by an aggrieved person.

Section 8.08. Annual Reports. Each year the Corporation shall file an annual report with the office of the Secretary of State. The annual report shall set forth: (a) the name of the Corporation; (b) the address, including the actual location as well as the postal designation, if different, of the registered office of the Corporation in this State and the name of its registered agent in the State at that address; and (c) the name and address shall be either the residence address of that person or other address where that person regularly receives mail and which is not the address of the Corporation.

Section 8.09. Checks, Drafts, Etc. Except as otherwise provided in these Bylaws, all checks, drafts or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by the Board.

Section 8.10. Prevailing Law. If any provision or section of these Bylaws be contrary or inconsistent with New Jersey law applicable to non-profit corporations, New Jersey law will apply.

ARTICLE IX LIMITED CORPORATE PURPOSES

The Corporation is organized and shall be operated exclusively for the purpose herein above set forth. In no event shall any part of its earnings inure to the benefit of any private person, however the actions of the Corporation may result in earnings that inure to the benefit of the Corporation.

ARTICLE X COMMITTEES

Section 10.01. Committees Generally. By resolution adopted by a majority of the Trustees of the Board, the Board may provide such standing committees, including but not limited to an Executive Committee, with such powers and duties as the Board deems desirable and may discontinue the same at the Board's pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, the Certificate of Incorporation, or the Bylaws, as may be assigned to it by the Board as set forth herein. The Board will elect members of all such committees to serve at the pleasure of the Board, which members need not be members of the Board, except as otherwise provided in these Bylaws. Each committee shall elect a chairperson from its own number. Each committee shall keep a full and fair account of its transactions. Vacancies on any committee shall be filled by a vote of the Board.

(a) **Executive Committee.** The Executive Committee shall have the following form, powers and duties:

(i) The Executive Committee shall have three (3) members, consisting of the Chairperson and two other Trustees appointed by the Board.

(ii) All members of the Executive Committee shall serve for a one (1) year term and shall be appointed at the annual meeting of the Board.

(iii) The Executive Committee shall have the responsibility of reviewing all applications for projects that are submitted to the Board of Trustees of the Corporation and making recommendations to the Board as to the nature and amount of any project investment. The Executive Committee shall establish, with the approval of the Board, underwriting criteria to be utilized in connection with the review of all applications for redevelopment projects.

(b) **Other Committees.** The form, powers and duties of other committees shall be as set forth in the resolution of the Board of Trustees establishing such committee, provided that: no committee shall (1) make, alter or repeal any by-law of the Corporation; (2) elect or appoint any Trustee, or remove any Officer or Trustee; or (3) amend or repeal any resolution previously adopted by the Board. The Board, by resolution adopted by a majority of the entire Board, may:

(a) fill any vacancy in any committee; (b) appoint one or more Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members; (c) abolish any committee at its pleasure; and (d) remove any Trustee from membership on a committee at any time, with or without cause. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

Section 10.02. Committee Reports. All business acts, or recommendations of a committee shall be reported to the Board at the next scheduled Board meeting and all such businesses and acts shall be subject to revision, alteration and approval by the Board, provided that no rights or acts of third parties shall be affected by any such revision.

Section 10.03. Meeting of Committees. Each committee shall fix its own rules of procedure and shall meet (i) as provided by such rules, (ii) by resolution of the Board, or (iii) upon request of the Chairperson, any two (2) Trustees, or (iv) upon request of the majority of committee members. Unless otherwise provided by such rules or by such resolution the provisions of this Article X shall govern the committee meetings. A majority of each committee shall constitute a quorum. Except as otherwise provided by the rules of the committee or by resolution of the Board, the vote of a majority of the full membership of such committee at a duly constituted meeting shall be sufficient to elect and pass any measure.

ARTICLE XI IRC 501(C)(3) TAX EXEMPT PROVISIONS

Section 11.01. Limitations on Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted by an organization exempt under Code Section 501(c)(3).

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h)), and the Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 11.02. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Trustee or officer of the Corporation, or any private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation, to reimburse agents for reasonable and necessary expenses incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purposes of the Corporation), and no Trustee or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 11.03. Distribution of Assets. On distribution or final liquidation, the Trustees shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to:

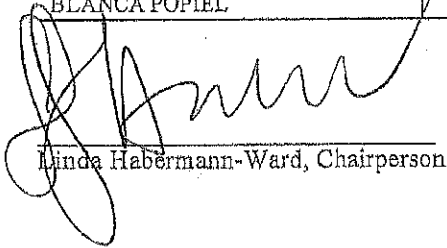
(a) A nonprofit organization or organizations having similar aims and objectives to the Corporation which may be selected as an appropriate recipient of such assets, as long as such organization or each such organization shall qualify as an organization described in Code Section 501(c)(3) or an entity to which contributions may be deductible under Code Section 170(c)(2); and/or

(b) The United States, or to a state or local government, or any political subdivision thereof, but only if such assets will be used exclusively for public purposes.

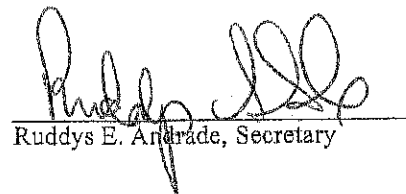
ARTICLE XII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the trustees present at any regular or special meeting; provided a quorum, as provided in these Bylaws, be present, and the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal; and provided further, that no alteration, amendment or repeal of these Bylaws shall take effect until the same shall have been approved by the Authority.

COMMISSIONER	MOTION/ SECOND	YES	NO	ABSTAIN	ABSENT
LINDA HABERMANN-WARD, CHAIR	1	X			
MARISOL MONTANEZ, VICECHAIR					X
DR. GONZALO PEREZ		X			
REBECCA ACOSTA		X			
JOLENE MANTINEO		X			
LUZ TORRES		X			
BLANCA POPIEL	2	X			



Linda Habermann-Ward, Chairperson



Ruddy E. Andrade, Secretary