

**Bergen County Improvement Authority  
 ONE Bergen County Plaza,  
 Hackensack, New Jersey  
 REGULAR MEETING**

**MINUTES  
 JANUARY 12, 2017**

Present: Commissioners: C. Gamio, K. Birdsall, E. Randall, P. Wilson  
 BCIA Staff: M. Raguseo, J. Montag, B. Losito, G. Velazquez  
 General Counsel: P. Fader, Esq.  
 Compliance Officer: D. Triplett  
 Hospital Compliance: P. Breyer

TOPIC	DISCUSSION	ACTION/DECISION
Call to Order	The meeting was called to order at 1:40 p.m. by Chairperson Gamio.	
Proof of Notice of Reg. Mtg.	B. Losito read the Notice of Regular Meeting.	
Attendance:	Commissioners in attendance:  Commissioner Birdsall Commissioner Randall Commissioner Wilson Chairperson Gamio	
Open to Public Comment	Motion was made by Commissioner Wilson to open the meeting for public comment with regard to items on today's agenda. Motion was seconded by Commissioner Birdsall and carried unanimously.	Motion carried.
Close to Public Comment	As there were no members of the public wishing to be heard, Motion was made by Commissioner Birdsall, seconded by Commissioner Wilson and unanimously carried.	Motion carried.
Approval of Minutes	Motion was made by Commissioner Wilson and seconded by Commissioner Birdsall to approve the Minutes of the following meeting:  November 10, 2016 – Closed Session December 1, 2016 – Regular Session December 1, 2016 – Work Session December 1, 2016 – Closed Session December 8, 2016 – Special Meeting – Regular Session December 8, 2016 – Special Meeting – Closed Session	Motion carried.

Roll Call

A Roll Call vote resulted as follows:

Commissioner Birdsall – yes  
Commissioner Randall – yes  
Commissioner Wilson – yes  
Chairperson Gamio - yes

Close Regular Session and Enter Closed Session

General Counsel Fader requested that we enter Closed Session for the purpose of BRMC Procurement Process/BRMC Contract Negotiation/BRMC Litigation. Chairperson Gamio asked for a Motion. Motion was made by Commissioner Wilson to close Regular Session and enter Closed Session. Motion was seconded by Commissioner Birdsall and carried unanimously.

Motion carried.

Close Closed Session and Re-Open Regular Session

At Chairperson Gamio's request, a Motion was made by Commissioner Wilson to close the Closed Session and re-enter Regular Session. Motion was seconded by Commissioner Regular and carried unanimously

Motion carried.

Resolutions #17-01 through #17-05

Chairperson Gamio asked Mr. Raguseo to give a brief overview of today's resolutions.

Resolutions approved.

At Chairperson Gamio's request, a Motion was made by Commissioner Birdsall and seconded by Commissioner Wilson to approve the following Resolutions:

- #17-01 Payment of Bills
- #17-02 Qualify Responses to RFQs
- #17-03 BRMC – Psychiatric Care – Continuation of Service
- #17-04 Amend Contract to Include Addendum to ToneyKorf Partners, LLC – Transition Advisor for BRMC Transition
- #17-05 Closed Session

Roll Call

A Roll Call vote resulted as follows:

Commissioner Birdsall – yes  
Commissioner Randall – yes  
Commissioner Wilson – yes  
Chairperson Gamio - yes

Resolutions #17-06 through #17-07

Chairperson Gamio asked Mr. Raguseo to recite the resolutions which will be moved on an emergent basis on today's agenda. Chairperson Gamio asked for a Motion to add the following Resolutions to today's agenda:

Motion carried.

- #17-06 Authorization to Execute Assessment and Transition Agreement and Exhibits with BRMC, LP
- #17-07 Emergent Resolution to Adopt January 12, 2017 Regular Session Minutes

Roll Call

A Roll Call vote resulted as follows:

Commissioner Birdsall – yes  
Commissioner Randall – yes  
Commissioner Wilson – yes  
Chairperson Gamio - yes

Resolutions #17-06 through #17-07

At Chairperson Gamio's request, a Motion was made by Commissioner Wilson and seconded by Commissioner Birdsall to approve the following Resolutions:

Resolutions approved.

- #17-06 Authorization to Execute Assessment and Transition Agreement and Exhibits with BRMC, LP
- #17-07 Emergent Resolution to Adopt January 12, 2017 Regular Session Minutes

Roll Call

A Roll Call vote resulted as follows:

Commissioner Birdsall – yes  
Commissioner Randall – yes, for Reso. 17-06; Abstain, for Reso. 17-07  
Commissioner Wilson – yes  
Chairperson Gamio - yes

General Counsel Fader asked to comment on the resolutions that just passed. He stated that the Assessment and Transition Agreement and Exhibits with BRMC LP is necessary for the smooth transition at the conclusion of the existing lease (LOA), especially with no disruption to patient care. The transition period would be a 6 month period which commences at the end of the existing LOA whereby ToneyKorf Partnership on behalf of the BCIA will be able to assess and evaluate the hospital operations, develop and implement protocols and procedure to have a seamless transition for all employees to the next long term operator, review and evaluate existing contracts, review and assess clinical and other health care services. As part of the Transition Agreement an amendment was made to the Promissory Note executed in 1998 at the commencement of the original LOA

which set forth repayment in three years after the end of the original lease period, which would be 2020. Today's amendment will guarantee that the County/BCIA would recover a minimum \$22.5 million this year. These monies could be used to assure a smooth transition to new long term operator. This agreement also permits ToneyKorf to maintain offices at the BRMC site, handle items on our behalf, and allows us sufficient time to engage a long term operator. Counsel Fader thanked the County/BCIA staff as well as the professionals for their hard work in this endeavor.

Next Meeting

Our next meeting date will be Thursday, February 2, 2017 at 1:00 p.m. in Room 460-The Learning Center, 4<sup>th</sup> Floor, ONE Bergen County Plaza, Hackensack, New Jersey.

Adjournment

At 5:40 p.m., a Motion to adjourn the Regular Session was made by Commissioner Wilson, seconded by Commissioner Birdsall and carried unanimously.

Motion carried.

Respectfully submitted,

Bernadette Losito  
Assistant Secretary